



SUNPOWER®
Annual Report
2017

Changing the Way Our World is Powered

As one of the world's most innovative and sustainable energy companies, SunPower provides a diverse group of customers with complete solar solutions and services. Residential customers, businesses, governments, schools and utilities around the globe rely on SunPower's more than 30 years of proven experience. From the first flip of the switch, SunPower delivers maximum value and superb performance throughout the long life of every solar system. Headquartered in Silicon Valley, SunPower has dedicated, customer-focused employees in Africa, Asia, Australia, Europe, North and South America.

For more information about how SunPower is changing the way our world is powered, visit www.sunpower.com.

April 6, 2018

Dear Shareholders,

As we're constantly reminded by both the headlines and the release of new data reports, the world is in the midst of a dramatic energy industry evolution, one in which solar is playing an incredible role. Solar power generation capacity continues to grow and costs are dropping to the point where solar power is taking a leading role within a new constellation of clean power options including natural gas and wind. It's a transformation unlike anything the industry has seen.

Significant change never comes easy and this solar transformation is no different. Companies that can efficiently and effectively adapt to the changing industry environment will be best positioned to win in the highly competitive marketplace. For SunPower, we took important steps in 2017 to ensure we're on track to achieve success and return to profitability this year. Innovating relentlessly, providing record-setting high-efficiency products and services to customers around the globe, and simplifying our business remain our focus. I'll briefly review some of these efforts and accomplishments.

SunPower Financials

We executed well against our 2017 strategic goals - significantly improving cash flow, continuing our restructuring efforts and reducing operating expenses by more than 20 percent year over year. However, while we were pleased with these aspects of our financial performance, challenging industry conditions limited our profitability in 2017, and highlighted the need for continued improvement. We achieved \$2.1 billion in non-GAAP revenue and adjusted EBITDA of \$196.3 million; a GAAP net loss of \$0.25 per diluted share; and ended the fiscal year 2017 with \$435 million in cash. Despite challenging industry conditions, we exceeded our targets for liquidity and adjusted EBITDA.

At the same time, we worked to identify and monetize certain assets that we felt were not critical to the achievement of our strategic plans. For example, we made the decision to sell our ownership stake in 8point3 Energy Partners, our joint venture YieldCo with First Solar. We expect this transaction and others to close during 2018, allowing us to de-lever our balance sheet while investing in core growth initiatives, including next generation cell and panel technology, our digital platforms, and energy storage systems integration technology.

A Market Leader

Demand for our products was robust and we gained share in the residential and commercial markets. There are about 500,000 homes worldwide featuring SunPower® solar and our residential megawatt (MW) deployments grew more than 25 percent – reinforcing our market leadership position. SunPower's ability to be responsive to our dealers and customers was enhanced this past year when we introduced EDDiE™, our next-generation digital sales tool and design engine. On the new homes front, SunPower worked with 10 out of the top 13 home builders in the U.S., and now 25,000 newly-built homes across the country are more energy-efficient because of SunPower's solar. By the mid-year mark, we installed solar at our 1,000th new home community.

In our commercial segment, we were proud that GTM Research reported SunPower as the No. 1 U.S. commercial solar provider based on 2017 capacity of on-site solar projects. We had some key wins, which included helping Toyota North America generate about one-third of their electricity needs with SunPower solar installed at the company's new Plano, Texas facility; providing an energy storage system to the U.S. Army's Redstone Arsenal, complementing its already existing solar power plant and helping to reduce peak power demand charges while increasing energy security at the base; installing carports and solar for long-time customer Campbell Soup Company on a remediated brownfield, making use of otherwise unusable land; and seeing our solar carport solutions earn a spot on BuildingGreen's top ten products for 2018.

As part of our restructuring, we scaled back our power plant development activities and transitioned our value-chain focus from project development to equipment supply through our new SunPower Solutions group. Launched in late 2016, SunPower Solutions offers our fully-integrated SunPower® Oasis® Power Plant platform directly to solar power plant developers and engineering, procurement and construction providers. SunPower Solutions had a very

successful first full year of operation, more than doubling volume and winning over 500 MW in the first two rounds of France's CRE tender process - more than any other solar panel brand. In parallel to scaling SunPower Solutions, we successfully monetized a number of our legacy power plant projects around the world, including the 110-MW El Pelicano project in Chile.

The Best Technology

We showed how innovation is central to SunPower's DNA when we unveiled a pilot production line at our headquarters last summer. The Silicon Valley Research Facility, which addresses both solar cell and panel technologies, is pursuing our revolutionary Next Generation Technology (NGT). This technology builds on our industry-leading X-Series technology which currently achieves a record 25 percent cell efficiency in mass production, further positioning SunPower on the cutting edge of innovation.

In 2017, we made incredible progress validating the performance and cost structure of our NGT solar cell and module manufacturing processes. We're now proceeding with installation of the first full-scale NGT manufacturing line at our Fab 3, with volume production planned in the second half of this year.

Additionally, we achieved record performance in our existing manufacturing facilities, continuing the ramp of our novel P-Series technology. Catalyzed by the Trump Administration's solar tariffs, we've committed to manufacturing in the U.S., likely for the P-Series product.

Reinforcing confidence in our technology and products, we strengthened our industry-leading power and product warranty, guaranteeing higher power production over 25 years and maximizing performance and reliability for our customers.

Policy Shifts

Energy is greatly impacted by public policy, and solar power is no different. Over the past several months, I've personally engaged in the Section 201 solar tariff case that has been in front of the U.S. government. The Trump Administration ultimately decided to impose 30 percent tariffs for companies that manufacture outside of the U.S., including SunPower - despite our being an American company with significant investments and job creation within the U.S. To date, we have filed for an exclusion from the tariffs because only SunPower can make copper-plated, interdigitated back contact solar cells and modules. If we are granted an exclusion, we expect to further invest in research and development to improve on our technology's market-leading efficiency and performance, while demonstrating America's continuing leadership in solar energy innovation. A decision from the Administration is expected sometime after April 16.

Pressing Forward on Sustainability

Finally, we recognize the critical importance of continuing to build and grow a company that prioritizes sustainability. Like many products, solar panels have a lifecycle that starts with their design and manufacturing and continues even beyond their long useful lifespan. We take a regenerative approach to product development and look for opportunities to minimize environmental and societal impact at every stage of the lifecycle. SunPower earned the highest score of any solar panel manufacturer for the second year in a row in a Solar Scorecard issued by the Silicon Valley Toxics Coalition.

I've always believed that companies win in transition. This is exactly what we expect to do as we simplify our business, focus on innovative products and services for our customers, and channel the efforts of our dedicated employees around the world to change the way our world is powered.

Sincerely,



Thomas H. Werner
Chief Executive Officer and Chairman of the Board
SunPower Corporation

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number 001-34166

SUNPOWER®
SunPower Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

94-3008969

(I.R.S. Employer Identification No.)

77 Rio Robles, San Jose, California 95134

(Address of Principal Executive Offices and Zip Code)

(408) 240-5500

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock \$0.001 par value	Nasdaq Global Select Market
Preferred Stock Purchase Rights	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant on July 2, 2017 was \$552 million. Such aggregate market value was computed by reference to the closing price of the common stock as reported on the Nasdaq Global Select Market on June 30, 2017. For purposes of determining this amount only, the registrant has defined affiliates as including Total Solar International SAS, formerly known as Total Energies Nouvelles Activités USA and Total Gas & Power USA, SAS and the executive officers and directors of registrant on June 30, 2017.

The total number of outstanding shares of the registrant's common stock as of February 9, 2018 was 139,926,880.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the registrant's definitive proxy statement for the registrant's 2018 annual meeting of stockholders are incorporated by reference in Items 10, 11, 12, 13, and 14 of Part III of this Annual Report on Form 10-K.

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INTRODUCTORY NOTES

Trademarks

The following terms, among others, are our trademarks and may be used in this report: SunPower[®], Maxeon[®], Oasis[®], OasisGEO[™], EnergyLink[™], InvisiMount[®], Tenesol[®], Greenbotics[®], Customer Cost of Energy[™] (“CCOE[™]”), SunPower Spectrum[™], Helix[™], Equinox[™], Signature[™], SolarBridge[®], and The Power of One[™]. Other trademarks appearing in this report are the property of their respective owners.

Unit of Power

When referring to our solar power systems, our facilities’ manufacturing capacity, and total sales, the unit of electricity in watts for kilowatts (“KW”), megawatts (“MW”), and gigawatts (“GW”) is direct current (“DC”), unless otherwise noted as alternating current (“AC”).

Levelized Cost of Energy (“LCOE”)

LCOE is an evaluation of the life-cycle energy cost and life-cycle energy production of an energy producing system. It allows alternative technologies to be compared to different scales of operation, investment or operating time periods. It captures capital costs and ongoing system-related costs, along with the amount of electricity produced, and converts them into a common metric. Key drivers for LCOE reduction for photovoltaic products include panel efficiency, capacity factors, reliable system performance, and the life of the system.

Customer Cost of Energy (“CCOE”)

Our customers are focused on reducing their overall cost of energy by intelligently integrating solar and other distributed generation, energy efficiency, energy management, and energy storage systems with their existing utility-provided energy. The CCOE measurement is an evaluation of a customer’s overall cost of energy, taking into account the cost impact of each individual generation source (including the utility), energy storage systems, and energy management systems. The CCOE measurement includes capital costs and ongoing operating costs, along with the amount of electricity produced, stored, saved, or re-sold, and converts all of these variables into a common metric. The CCOE metric allows a customer to compare different portfolios of generation sources, energy storage, and energy management, and to tailor towards optimization.

Cautionary Statement Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not represent historical facts and the assumptions underlying such statements. We use words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “potential,” “will,” “would,” “should,” and similar expressions to identify forward-looking statements. Forward-looking statements in this Annual Report on Form 10-K include, but are not limited to, our plans and expectations regarding future financial results, expected operating results, business strategies, projected costs and cost reduction, development of new products and improvements to our existing products, our manufacturing capacity and manufacturing costs, the adequacy of our agreements with our suppliers, our ability to monetize utility projects, competitive positions, management’s plans and objectives for future operations, the sufficiency of our cash and our liquidity, our ability to obtain financing, our ability to comply with debt covenants or cure any defaults, trends in average selling prices, the success of our existing, and our ability to pursue new joint ventures, divestitures, and acquisitions, expected capital expenditures, warranty matters, outcomes of litigation, our exposure to foreign exchange, interest and credit risk, general business and economic conditions in our markets, industry trends, the impact of changes in law (including tax law), regulations or government incentives, expected impact of our restructuring plan, and the likelihood of any impairment of project assets and long-lived assets. These forward-looking statements are based on information available to us as of the date of this Annual Report on Form 10-K and current expectations, forecasts and assumptions and involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond our control. Please see “Item 1A. Risk Factors” herein and our other filings with the Securities and Exchange Commission (“SEC”) for additional information on risks and uncertainties that could cause actual results to differ. These forward-looking

statements should not be relied upon as representing our views as of any subsequent date, and we are under no obligation to, and expressly disclaim any responsibility to, update or alter our forward-looking statements, whether as a result of new information, future events or otherwise.

The following information should be read in conjunction with the Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K. Our fiscal year ends on the Sunday closest to the end of the applicable calendar year. All references to fiscal periods apply to our fiscal quarter or year, which end on the Sunday closest to the calendar month end.

PART I

ITEM 1. BUSINESS

Corporate History

SunPower has been a leader in the solar industry for over 30 years, originally incorporated in California in 1985 and reincorporated in Delaware during 2004 in connection with our initial public offering. In November 2011, our stockholders approved the reclassification of all outstanding former class A common stock and class B common stock into a single class of common stock listed on the Nasdaq Global Select Market under the symbol “SPWR.” In fiscal 2011, we became a majority owned subsidiary of Total Solar International SAS, formerly known as Total Gas & Power USA, SAS and Total Energies Nouvelles Activités USA (“Total”), a subsidiary of Total S.A. (“Total S.A.”).

Company Overview

We are a leading global energy company dedicated to changing the way our world is powered. We deliver complete solar solutions to residential, commercial, and power plant customers worldwide by offering:

- cutting-edge solar module technology and solar power systems that are designed to generate electricity over a system life typically exceeding 25 years;
- integrated Smart Energy software solutions that enable customers to effectively manage and optimize their CCOE measurement;
- installation, construction, and ongoing maintenance and monitoring services; and
- financing solutions that provide customers with a variety of options for purchasing or leasing high efficiency solar products at competitive energy rates.

Our global reach is enhanced by Total S.A.’s long-standing presence in many countries where significant solar installation goals are being established.

Residential

Residential Systems

We offer a complete set of residential solutions that deliver value to homeowners and our dealer partners. We have developed the capability to deliver AC panels with factory-integrated microinverters. AC system architecture, as compared with DC systems, facilitates direct panel installation, eliminating the need to mount or assemble additional components on the roof or the side of a building, driving down system costs, improving overall system reliability, and providing improved, cleaner design aesthetics. As part of our complete solution approach, we offer our Equinox residential market product, a fully-integrated solar platform utilizing Maxison cells, AC panel architecture, and EnergyLink monitoring hardware to combine solar power production and energy management, allowing residential customers to quickly and easily complete their system installations and to ensure always-on connectivity so homeowners can easily access their data anytime, anywhere. The Equinox platform is also sold with our Smart Energy software analytics, which provides our customers with detailed information about their energy consumption and production, enabling them to further reduce their energy costs.

We offer the SunPower InvisiMount residential mounting system in our product portfolio. The InvisiMount system is designed specifically for use with our panels and reduces installation time through pre-assembled parts and integrated grounding. The InvisiMount system is well-suited for residential sloped roof applications and provides design flexibility and enhanced aesthetics by delivering a unique, “floating” appearance.

We support our hardware development with investments in our proprietary set of advanced monitoring applications (the “SunPower Monitoring System”) and our EnergyLink customer portal, which enable customers to gain visibility into their solar system production and household energy consumption. This software is available for use on the web or through the SunPower mobile application on smartphones and tablets.

Sales Channels, Residential Leasing Program, and other Financing Options

We sell our residential solar energy solutions to end customers through a variety of means, including cash sales and long-term leases directly to end customers, sales to resellers, including the Company’s third-party global dealer network, and sales of the Company’s operations and maintenance (“O&M”) services.

We offer financing programs that are designed to offer customers a variety of options to obtain high efficiency solar products and systems, including loans arranged through our third-party lending partners, in some cases for no money down, or by leasing high efficiency solar systems at competitive energy rates. Our residential lease program, in partnership with third-party investors, provides U.S. customers SunPower systems under 20-year lease agreements that include system maintenance and warranty coverage, including warranties on system performance. SunPower residential lease customers have the option to purchase their leased solar systems upon the sale or transfer of their home. These financing options enhance our ability to provide individually-tailored solar solutions to a broad range of residential customers.

Historically, we have had the ability to sell portfolios of residential system leases to 8point3 Energy Partners LP (“8point3 Energy Partners”), a joint Yieldco vehicle formed by us and First Solar, Inc. (“First Solar”) in which we have an approximately 36.5% ownership stake. In fiscal 2017, following a review of our strategic alternatives, we decided to explore a divestiture jointly with First Solar. On February 5, 2018, 8point3 Energy Partners entered into an Agreement and Plan of Merger (the “8point3 Merger Agreement”) with CD Clean Energy and Infrastructure V JV, LLC, an equity fund managed by Capital Dynamics, Inc. and certain other co-investors (collectively, “Capital Dynamics” and the transaction, the “Divestiture Transaction”), and we entered into a Support Agreement which obligates us to support the Divestiture Transaction. The Divestiture Transaction is subject to customary conditions and approvals, and the details and timing are subject to change. Successful closure of the Divestiture Transaction is not assured. While the Divestiture Transaction is pending, 8point3 Energy Partners is limited in its ability to acquire projects from us; however, we are not restricted in selling residential systems to other parties. In the event that the 8point3 Merger Agreement terminates without the closing of the Divestiture Transaction, 8point3 Energy Partners will retain rights of first offer on certain of our solar energy projects.

For additional information on transactions with, and our current plan to divest our interest in, 8point3 Energy Partners, please see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments” and “—Note 18. Subsequent Events.”

Commercial

Commercial Roof, Carport, and Ground Mounted Systems

As part of our complete solution product approach, we offer our Helix commercial market product. The Helix system is a pre-engineered, modular solution that combines our industry-leading solar module technology with integrated plug-and-play power stations, cable management systems, and mounting hardware that is built to last and fast to install, enabling customers to scale their solar programs quickly with minimal business disruption. The Helix platform is standardized across rooftop, carport, and ground installations and designed to lower system cost while improving performance. The Helix platform is also bundled with our Smart Energy software analytics, which provides our customers with information about their energy consumption and production, enabling them to further reduce their energy costs.

We also offer a variety of commercial solutions designed to address a wide range of site requirements for commercial rooftop, parking lot, and open space applications, including a portfolio of solutions utilizing framed panels and a variety of internally or externally developed mounting methods for flat roof and high tilt roof applications. Our commercial flat rooftop systems are designed to be lightweight and to interlock, enhancing wind resistance and providing for secure, rapid installations.

We offer parking lot structures designed specifically for SunPower panels, balance of system components, and inverters and in fiscal 2015 expanded our capability to design and install innovative solar structures and systems for carport applications. These systems are typically custom design-build projects that utilize standard templates and design best practices to create a solution tailored to unique site conditions. SunPower’s highest efficiency panels are especially well suited to stand-alone structures, such as those found in parking lot applications, because our systems require less steel and other materials per unit of power or energy produced as compared with our competitors.

Sales Channels and Financing Options

We sell our commercial solar energy solutions to commercial and public entity end customers through a variety of means, including direct sales of turn-key engineering, procurement and construction (“EPC”) services, selling energy to customers under power purchase agreements (“PPAs”), sales to our third-party global dealer

network and to 8point3 Energy Partners, and sales of our O&M services. For additional information on our current plan to divest our interest in 8point3 Energy Partners, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments” and “—Note 18. Subsequent Events.”

Power Plants

SunPower Solutions

In 2017, SunPower established the SunPower Solutions division of the Power Plant segment to deliver products and services to utility-scale photovoltaic (“PV”) customers around the world. SunPower Solutions enables developers, independent power producers and EPCs to benefit from SunPower’s extensive experience over the past decade developing, financing, constructing, operating and maintaining solar power plants. The Company remains focused on transitioning from project development to equipment supply through SunPower Solutions.

We offer Power Plant customers the Oasis system, a modular product which combines SunPower solar panels, DC electrical components, and sun tracking technology into a scalable 2.5 MW solar power block. Oasis streamlines the construction process while optimizing the use of available land by conforming to the contours of the production site. The power block kits are shipped pre-assembled to the job site for rapid field installation. More than 2 GW of the Oasis system is installed or under contract worldwide. The Oasis system was deployed at the 748 MW Solar Star Projects in California, one of the world’s largest operating solar power plants. The Oasis system also offers a variety of value-added features such as the Oasis GEO design optimization software, Oasis plant operating software, and the Oasis robotic cleaning system which has been used to clean over 10 GW of panels globally offering significant performance and operational benefits to project owners.

The Oasis single axis tracking system automatically pivots solar panels to track the sun’s movement throughout the day. This tracking feature increases the amount of sunlight that is captured and converted into energy by up to 30% over flat or fixed-tilt systems, depending on geographic location and local climate conditions. The third-generation Oasis tracking system offers significant customer benefits such as improved land utilization, higher energy production, lower-cost operations and maintenance, and higher reliability over competing products.

In addition to the Oasis platform, the SunPower Solutions division sells SunPower’s high performance P-Series, E-Series, and X-Series panels to power plant customers around the world. SunPower’s family of utility power plant PV panels deliver higher efficiency and energy yield with lower degradation than competing panels.

Utility-Scale Solar Power System Construction and Development

Our global project teams have established a scalable, fully-integrated, vertical approach to constructing and developing utility-scale photovoltaic power plants in a sustainable way. Our industry-experienced power plant development and project finance teams evaluate sites for solar developments, obtain land rights through purchase and lease options, conduct environmental and grid transmission studies, and obtain building, construction and grid-interconnection permits, licenses, and regulatory approvals.

We enter into turnkey EPC agreements with customers under which we design, engineer, construct, commission, and deliver functioning rooftop- and ground-mounted solar power systems. This includes the development, execution, and sale of solar power plants, which generally include the sale or lease of related real estate. In connection with such development projects, the plants and project development rights, initially owned by us, are later sold to third parties. In the United States, commercial and electric utility customers typically choose to purchase solar electricity under a PPA with an investor or financing company that buys the system from us. In other areas, such as the Middle East, Africa, and South America, projects are typically purchased by an investor or financing company and operated as central-station solar power plants.

Project Development and Financing

Our project development business refers to sales of our large-scale solar systems, including power plant project development and project sales, EPC services for power plant construction, and power plant O&M services. Our utility-scale solar power systems are typically purchased by an investor or financing company and operated as central-station solar power plants.

We are able to utilize various means to finance our utility-scale power plant development and construction projects, which include arranging tax equity financing structures, utilizing non-recourse project debt facilities in conjunction with project sales to 8point3 Energy Partners. For additional information on our current plan to divest our interest in 8point3 Energy Partners, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments” and “—Note 18. Subsequent Events.”

Operations and Maintenance

Our solar power systems are designed to generate electricity over a system life typically exceeding 25 years. We offer our customers various levels of post-installation O&M services with the objective of optimizing our customers’ electrical energy production over the life of the system. The terms and conditions of post-installation O&M services may provide for remote monitoring of system production and performance, including providing performance reports, preventative maintenance, including solar module cleanings, corrective maintenance, and rapid-response outage restoration, including repair or replacement of all system components covered under warranty or major maintenance agreements.

We incorporate leading information technology platforms to facilitate the management of our solar power systems operating worldwide. Real-time flow of data from our customers’ sites is aggregated centrally where an engine applies advanced solar specific algorithms to detect and report potential performance issues. Our work management system routes any anomalies to the appropriate responders to help ensure timely resolution. Our performance model, PVSIM, was developed over the last 20 years and has been audited by independent engineers. Solar panel performance coefficients are established through independent third-party testing. The SunPower Monitoring System also provides customers real-time performance status of their solar power system, with access to historical or daily system performance data through our customer website (www.sunpowermonitor.com). The SunPower Monitoring System is available through applications on Apple® and Android™ devices. Some customers choose to install “digital signs” or kiosks to display system performance information from the lobby of their facility. We believe these displays enhance our brand and educate the public and prospective customers about solar power.

We typically provide a system output performance warranty, separate from our standard solar panel product warranty, to customers that have subscribed to our post-installation O&M services. In connection with system output performance warranties, we agree to pay liquidated damages in the event the system does not perform to the stated specifications, with certain exclusions. The warranty excludes system output shortfalls attributable to force majeure events, customer curtailment, irregular weather, and other similar factors. In the event that the system output falls below the warranted performance level during the applicable warranty period, and provided that the shortfall is not caused by a factor that is excluded from the performance warranty, the warranty provides that SunPower will pay the customer an amount based on the value of the shortfall of energy produced relative to the applicable warranted performance level. For leased systems, we provide a system output performance warranty with similar terms and conditions as that for non-leased systems.

We calculate our expectation of system output performance based on a particular system’s design specifications, including the type of panels used, the type of inverters used, site irradiation measures derived from historical weather data, our historical experience as a manufacturer, EPC services provider, and project developer as well as other unique design considerations such as system shading. The warranted system output performance level varies by system depending on the characteristics of the system and the negotiated agreement with the customer, and the level declines over time to account for the expected degradation of the system. Actual system output is typically measured annually for purposes of determining whether warranted performance levels have been met.

Our primary remedy for the system output performance warranty is our ongoing O&M services which enable us to quickly identify and remediate potential issues before they have a significant impact on system performance. We also have remedies in the form of our standard product warranties and third-party original equipment manufacturer warranties that cover certain components, such as inverters, to prevent potential losses under our system output performance warranties or to minimize further losses.

Technology

We believe that we possess a technological advantage as the leading manufacturer of back-contact, back-junction cells that enables our panels to produce more electricity, last longer and resist degradation more effectively. We believe that our technology allows us to deliver:

- superior performance, including the ability to generate up to 45% more power per unit area than conventional solar cells;
- superior aesthetics, with our uniformly black surface design that eliminates highly visible reflective grid lines and metal interconnection ribbons;
- superior reliability, as confirmed by multiple independent reports and internal reliability data;
- superior energy production per rated watt of power, as confirmed by multiple independent reports; and
- solar power systems that are designed to generate electricity over a system life typically exceeding 25 years.

With industry-leading conversion efficiencies, we continuously improve our Maxeon solar cells and believe they perform better and are tested more extensively to deliver maximum return on investment when compared with the products of our competitors.

Panels

Solar panels are solar cells electrically connected together and encapsulated in a weatherproof panel. Solar cells are semiconductor devices that convert sunlight into direct current electricity. Our solar cells are designed without highly reflective metal contact grids or current collection ribbons on the front of the solar cell, which provides additional efficiency and allows our solar cells to be assembled into solar panels with a more uniform appearance. Our X-Series solar panels, made with our Maxeon Gen 3 solar cells, have demonstrated panel efficiencies exceeding 22% in high-volume production. In fiscal 2016, one of our standard production modules set a world record for aperture area efficiency as tested by the National Renewable Energy Laboratory. We believe our X-Series solar panels are the highest efficiency solar panels available for the mass market, and we continue to focus on increasing cell efficiency even as we produce solar cells with over 25% efficiency in a lab setting. Because our solar cells are more efficient relative to conventional solar cells, when our solar cells are assembled into panels, the assembly cost per watt is less because more power is incorporated into a given size panel. Higher solar panel efficiency allows installers to mount a solar power system with more power within a given roof or site area and can reduce per watt installation costs. Our suite of SunPower solar panels provides customers a variety of features to fit their needs, including the SunPower Signature black design which allows the panels to blend seamlessly into the rooftop. We offer panels that can be used both with inverters that require transformers as well as with the highest performing transformer-less inverters to maximize output. Both our X-Series and E-Series panels have proven performance with low levels of degradation, as validated by third-party performance tests. Additionally, since fiscal 2016, we launched a line of solar panels under the Performance Series (“P-Series”) product name. These products utilize a proprietary manufacturing process to assemble conventional silicon solar cells into panels with increased efficiency and reliability compared with conventional panels. Designed to target a new set of customers and global markets, we expect P-Series panels to contribute to the growth of all three of SunPower’s business segments.

Balance of System Components

“Balance of system components” are components of a solar power system other than the solar panels, and include mounting structures, charge controllers, grid interconnection equipment, and other devices, depending on the specific requirements of a particular system and project.

Inverters

Every solar power system needs an inverter to transform the direct current electricity collected from the solar panels into utility-grade AC power that is ready for use. We sell inverters manufactured by third parties, some of which are SunPower-branded. We also have integrated microinverter technology that converts DC generated by a single solar photovoltaic panel into AC directly on the panel. We continue to develop next

generation microinverters for use with our high efficiency solar panels. Panels with these factory-integrated microinverters perform better in shaded applications compared to conventional string inverters and allow for optimization and monitoring at the solar panel level, enabling maximum energy production by the solar system.

Warranties

SunPower provides a combined 25-year standard solar panel product and power warranty for defects in materials and workmanship. The solar product warranty also warrants that E-Series and X-Series panels will provide 98% of the panel's minimum peak power (MPP) rating for the first year, declining due to expected degradation by no more than 0.25% per year for the following 24 years, such that the power output at the end of year 25 will be at least 92% of the panel's MPP rating. Our P-Series panels are warranted to provide 97% of the panel's MPP rating for the first year, declining due to expected degradation by no more than 0.6% per year for the following 24 years, such that the power output at the end of year 25 will be at least 82.6% of the panel's MPP rating. Our warranty provides that we will repair or replace any defective solar panels during the warranty period. We also pass through long-term warranties from the original equipment manufacturers of certain system components to customers for periods ranging from five to 20 years. In addition, we generally warrant our workmanship on installed systems for periods ranging up to 25 years.

Smart Energy

We see "Smart Energy" as a way to harness our world's energy potential by connecting the most powerful and reliable solar systems on the market with an increasingly vast array of actionable data that can help our customers make smarter decisions about their energy use. Our Smart Energy initiative is designed to add layers of intelligent control to homes, buildings and grids—all personalized through easy-to-use customer interfaces. In order to enhance the portfolio of Smart Energy solutions we offer, we continue to invest in integrated technology solutions to help customers manage and optimize their CCOE measurement.

We have an investment in Tendril Networks, Inc. We believe their data-driven, cloud-based, Energy Services Management Platform provides the infrastructure, analytics and understanding required to power the development of new Smart Energy applications that will deliver personalized energy services to residential customers.

We have also negotiated several agreements with residential and commercial energy storage providers to integrate storage technology into our residential and commercial solar solutions. By combining storage with energy management, we lower our customers' cost of energy through improvements in self-consumption, rate arbitrage, demand management, and grid and market participation. We continue to work to make combined solar and storage solutions broadly commercially available.

We continue to develop next generation microinverters for use with our high efficiency solar panels in order to enhance our portfolio of Smart Energy solutions. Panels with these factory-integrated microinverters can convert direct current generated by the solar panel into alternating current, enabling optimization and monitoring at the solar panel level to ensure maximum energy production by the solar system.

Research and Development

We engage in extensive research and development efforts to improve solar cell efficiency through enhancement of our existing products, development of new techniques, and reducing manufacturing cost and complexity. Our research and development group works closely with our manufacturing facilities, our equipment suppliers and our customers to improve our solar cell design and to lower solar cell, solar panel and system product manufacturing and assembly costs. In addition, we have dedicated employees who work closely with our current and potential suppliers of crystalline silicon, a key raw material used in the manufacture of our solar cells, to develop specifications that meet our standards and ensure the high quality we require, while at the same time controlling costs. Under our Research & Collaboration Agreement with Total, our majority stockholder, we have established a joint committee to engage in long-term research and development projects with continued focus on maintaining and expanding our technology position in the crystalline silicon domain and ensuring our competitiveness. Please see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Research and Development."

Supplier Relationships, Manufacturing, and Panel Assembly

We purchase polysilicon, ingots, wafers, solar cells, balance of system components, and inverters from various manufacturers on both a contracted and a purchase order basis. We have contracted with some of our suppliers for multi-year supply agreements. Under such agreements, we have annual minimum purchase obligations and in certain cases prepayment obligations. Please see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Contractual Obligations” for further information regarding the amount of our purchase obligations in fiscal 2018 and beyond. Under other supply agreements, we are required to make prepayments to vendors over the terms of the arrangements. As of December 31, 2017, advances to suppliers totaled \$216.0 million. We may be unable to recover such prepayments if the credit conditions of these suppliers materially deteriorate or if we are otherwise unable to fulfill our obligations under these supply agreements. For further information regarding our future prepayment obligations, please see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 9. Commitments and Contingencies—Advances to Suppliers.” We currently believe our supplier relationships and various short- and long-term contracts will afford us the volume of material and services required to meet our planned output over the next several years. For more information about risks related to our supply chain, including without limitation risks relating to announced tariffs on solar cells and modules imported into the U.S., please see “Item 1A. Risk Factors—Risks Related to Our Supply Chain.”

We are working with our suppliers and partners along all steps of the value chain to reduce costs by improving manufacturing technologies and expanding economies of scale. Crystalline silicon is the principal commercial material for solar cells and is used in several forms, including single-crystalline, or monocrystalline silicon, multicrystalline, or polycrystalline silicon, ribbon and sheet silicon, and thin-layer silicon. Our solar cell value chain starts with high purity silicon called polysilicon. Polysilicon is created by refining quartz or sand.

Polysilicon is melted and grown into crystalline ingots and sawed into wafers by business partners specializing in those processes. The wafers are processed into solar cells in our manufacturing facilities located in the Philippines and Malaysia. During fiscal 2017, we completed the construction of the solar cell manufacturing facility that we own and operate in the Philippines which has an annual capacity of 400 MW. The solar cell manufacturing facility we own and operate in Malaysia has a total rated annual capacity of over 800 MW.

We use our solar cells to manufacture our X- and E-series solar panels at our solar panel assembly facilities located in Mexico and France, while we source solar cells from third parties for use in our P-Series solar panels at our solar panel assembly facility in Mexico. Our solar panel manufacturing facilities have a combined total rated annual capacity of close to 1.9 GW.

We source the solar panels and balance of system components based on quality, performance, and cost considerations both internally and from third-party suppliers. We typically assemble proprietary components, while we purchase generally available components from third-party suppliers. The balance of system components, along with the EPC cost to construct the project, can comprise as much as two-thirds of the cost of a solar power system. Therefore, we focus on standardizing our products with the goal of driving down installation costs, such as with our Equinox, Helix, and SunPower Oasis systems.

Customers

We operate in three end-customer segments: (i) Residential Segment, (ii) Commercial Segment and (iii) Power Plant Segment. The Residential and Commercial Segments combined are referred to as Distributed Generation. Our scope and scale allow us to deliver solar solutions across all segments, ranging from consumer homeowners to the largest commercial and governmental entities in the world. Our customers typically include investors, financial institutions, project developers, electric utilities, independent power producers, commercial and governmental entities, production home builders, residential owners and small commercial building owners. We leverage a combination of direct sales as well as a broad partner ecosystem to efficiently reach our global customer base.

We work with development, construction, system integration, and financing companies to deliver our solar power products and solutions to wholesale sellers, retail sellers, and retail users of electricity. In the United States, commercial and electric utility customers typically choose to purchase solar electricity under a PPA with an investor or financing company that buys the system from us. End-user customers typically pay the investors

and financing companies over an extended period of time based on energy they consume from the solar power systems, rather than paying for the full capital cost of purchasing the solar power systems. Our utility-scale solar power systems are typically purchased by an investor or financing company, and operated as central-station solar power plants. In addition, our third-party global dealer network and our new homes division have deployed thousands of SunPower rooftop solar power systems to residential customers. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Revenue” for our significant customers.

Competition

The market for solar electric power technologies is competitive and continually evolving. In the last year, we faced increased competition, resulting in price reductions in the market and reduced margins, which may continue and could lead to loss of market share. Our solar power products and systems compete with many competitors in the solar power market, including, but not limited to:

- *Residential and Commercial:* Canadian Solar Inc., Hanwha Corporation, JA Solar Holdings Co., Kyocera Corporation, LG Corporation, Jinko Solar, Mitsubishi Corporation, NRG Energy, Inc., Panasonic Corporation, Recurrent Energy, Sharp Corporation, SunRun, Inc., Tesla, Inc., Trina Solar Ltd., Vivint, Inc., and Yingli Green Energy Holding Co. Ltd.
- *Power Plant Products:* Hanwha Corporation, JA Solar Holdings Co., Trina Solar Ltd., Yinli Green Energy Holding Co., Ltd., Jinko Solar, Array Technologies, Inc. Soltec, Nextracker, Convert Italia, Arctech, First Solar Inc., Canadian Solar, and Conergy.

We also face competition from resellers that have developed related offerings that compete with our product and service offerings, or have entered into strategic relationships with other existing solar power system providers. We compete for limited government funding for research and development contracts, customer tax rebates and other programs that promote the use of solar, and other renewable forms of energy with other renewable energy providers and customers.

In addition, universities, research institutions, and other companies have brought to market alternative technologies, such as thin films, which compete with our technology in certain applications. Furthermore, the solar power market in general competes with conventional fossil fuels supplied by utilities and other sources of renewable energy such as wind, hydro, biomass, solar thermal, and emerging distributed generation technologies such as micro-turbines, sterling engines and fuel cells.

In the large-scale on-grid solar power systems market, we face direct competition from a number of companies, including those that manufacture, distribute, or install solar power systems as well as construction companies that have expanded into the renewable sector. In addition, we will occasionally compete with distributed generation equipment suppliers.

We believe that the key competitive factors in the market for solar systems include:

- total system price;
- LCOE evaluation;
- CCOE evaluation;
- power efficiency and performance;
- aesthetic appearance of solar panels and systems;
- speed and ease of installation through modular solutions such as Oasis and Helix systems;
- strength of distribution relationships;
- availability of third-party financing and investments;
- established sales channels to customers;
- timeliness of new product introductions;
- bankability, strength, and reputation of our company; and
- warranty protection, quality, and customer service.

We believe that we can compete favorably with respect to each of these elements, although we may be at a disadvantage in comparison to larger companies with broader product lines, greater technical service and support capabilities, and financial resources. For more information on risks related to our competition, please see the risk factors set forth under the caption “Item 1A. Risk Factors” including “Risks Related to Our Sales Channels—The increase in the global supply of solar cells and panels, and increasing competition, may cause substantial downward pressure on the prices of such products and cause us to lose sales or market share, resulting in lower revenues, earnings, and cash flows.”

Intellectual Property

We rely on a combination of patent, copyright, trade secret, trademark, and contractual protections to establish and protect our proprietary rights. “SunPower” and the “SunPower” logo are our registered trademarks in countries throughout the world for use with solar cells, solar panels, energy monitoring systems, inverters, and mounting systems. We also hold registered trademarks for, among others, “Demand Better Solar,” “Equinox Energy Systems and Design,” “Equinox Solar Systems and Design,” “Light on Land,” “Oasis Geo,” “PowerGuard,” “Powering a Brighter Tomorrow,” “PV-Dock,” “SunPower Horizons,” “Maxeon,” “Oasis,” “EnergyLink,” “Equinox,” “Helix,” “InvisiMount,” “Pantheon,” “Serengeti,” “Smarter Solar,” “Solar Showdown,” “SolarBridge,” “Solaire,” “Solaire Generation,” “SunTile,” “SunPower Electric,” “SuPo Solar,” “Tenesol, sun access provider,” “TrueAC,” “Greenbotics,” “More Energy. For Life.,” “The Planet’s Most Powerful Solar,” “The Power of One,” and “The World’s Standard for Solar,” in certain countries. We are seeking and will continue to seek registration of the “SunPower” trademark and other trademarks in additional countries as we believe is appropriate. As of December 31, 2017, we held registrations for 34 trademarks in the United States, and had 10 trademark registration applications pending. We also held 107 trademark registrations and had 43 trademark applications pending in foreign jurisdictions. We typically require our business partners to enter into confidentiality and non-disclosure agreements before we disclose any sensitive aspects of our solar cells, technology, or business plans. We typically enter into proprietary information agreements with employees, consultants, vendors, customers, and joint venture partners.

We own multiple patents and patent applications that cover aspects of the technology in the solar cells, mounting products, and electrical and electronic systems that we currently manufacture and market. We continue to file for and receive new patent rights on a regular basis. The lifetime of a utility patent typically extends for 20 years from the date of filing with the relevant government authority. We assess appropriate opportunities for patent protection of those aspects of our technology, designs, methodologies, and processes that we believe provide significant competitive advantages to us, and for licensing opportunities of new technologies relevant to our business. As of December 31, 2017, we held 507 patents in the United States, which will expire at various times through 2036, and had 310 U.S. patent applications pending. We also held 545 patents and had 896 patent applications pending in foreign jurisdictions. While patents are an important element of our intellectual property strategy, our business as a whole is not dependent on any one patent or any single pending patent application. We additionally rely on trade secret rights to protect our proprietary information and know-how. We employ proprietary processes and customized equipment in our manufacturing facilities. We therefore require employees and consultants to enter into confidentiality agreements to protect them.

When appropriate, we enforce our intellectual property rights against other parties. For more information about risks related to our intellectual property, please see the risk factors set forth under the caption “Item 1A. Risk Factors” including “Risks Related to Our Intellectual Property—We depend on our intellectual property, and we may face intellectual property infringement claims that could be time-consuming and costly to defend and could result in the loss of significant rights,” “Risks Related to Our Intellectual Property—We rely substantially upon trade secret laws and contractual restrictions to protect our proprietary rights, and, if these rights are not sufficiently protected, our ability to compete and generate revenue could suffer,” and “Risks Related to Our Intellectual Property—We may not obtain sufficient patent protection on the technology embodied in the solar products we currently manufacture and market, which could harm our competitive position and increase our expenses.”

Backlog

We believe that backlog is not a meaningful indicator of our future business prospects. In the residential and commercial markets we often sell large volumes of solar panel, mounting systems, and other solar equipment to third parties, which are typically ordered by our third-party global dealer network and customers under standard

purchase orders with relatively short delivery lead-times. We often require project financing for development and construction of our solar power plant projects, which require significant investments before the equity is later sold to investors. Our solar power system project backlog would therefore exclude sales contracts signed and completed in the same quarter and contracts still conditioned upon obtaining financing. Based on these reasons, we believe backlog at any particular date is not necessarily a meaningful indicator of our future revenue for any particular period of time.

Regulations

Public Policy Considerations

Different policy mechanisms have been used by governments to accelerate the adoption of solar power. Examples of customer-focused financial mechanisms include capital cost rebates, performance-based incentives, feed-in tariffs, tax credits, and net metering. Some of these government mandates and economic incentives are scheduled to be reduced or to expire, or could be eliminated altogether. Capital cost rebates provide funds to customers based on the cost and size of a customer's solar power system. Performance-based incentives provide funding to a customer based on the energy produced by their solar power system. Feed-in tariffs pay customers for solar power system generation based on energy produced, at a rate generally guaranteed for a period of time. Tax credits reduce a customer's taxes at the time the taxes are due. Net metering allows customers to deliver to the electric grid any excess electricity produced by their on-site solar power systems, and to be credited for that excess electricity at or near the full retail price of electricity.

In addition to the mechanisms described above, new market development mechanisms to encourage the use of renewable energy sources continue to emerge. For example, many states in the United States have adopted renewable portfolio standards which mandate that a certain portion of electricity delivered to customers come from eligible renewable energy resources. Some states, such as California and Hawaii, have significantly expanded their renewable portfolio standards in recent years. In certain developing countries, governments are establishing initiatives to expand access to electricity, including initiatives to support off-grid rural electrification using solar power. For more information about how we avail ourselves of the benefits of public policies and the risks related to public policies, please see the risk factors set forth under the caption "Item 1A. Risk Factors" including "Risks Related to Our Sales Channels—The reduction, modification or elimination of government incentives could cause our revenue to decline and harm our financial results," "Risks Related to Our Sales Channels—Existing regulations and policies and changes to these regulations and policies may present technical, regulatory, and economic barriers to the purchase and use of solar power products, which may significantly reduce demand for our products and services," and "Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows."

Environmental Regulations

We use, generate, and discharge toxic, volatile, or otherwise hazardous chemicals and wastes in our research and development, manufacturing, and construction activities. We are subject to a variety of foreign, U.S. federal and state, and local governmental laws and regulations related to the purchase, storage, use, and disposal of hazardous materials. We believe that we have all environmental permits necessary to conduct our business and expect to obtain all necessary environmental permits for future activities. We believe that we have properly handled our hazardous materials and wastes and have appropriately remediated any contamination at any of our premises. For more information about risks related to environmental regulations, please see the risk factors set forth under the caption "Item 1A. Risk Factors" including "Risks Related to Our Operations—Compliance with environmental regulations can be expensive, and noncompliance with these regulations may result in adverse publicity and potentially significant monetary damages and fines."

The Iran Threat Reduction and Syria Human Rights Act of 2012

Section 13(r) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires us to disclose whether Total S.A. or any of its affiliates (collectively, the "Total Group") knowingly engaged during the 2017 calendar year in certain Iran-related activities. While the Total Group has not engaged in any activity that would be required to be disclosed pursuant to subparagraphs (B) or (C) of Section 13(r) (1), affiliates of Total S.A. may be deemed to have engaged in certain transactions or dealings with the government of Iran that

would require disclosure pursuant to Section 13(r) (1) (A) and (D), as discussed below. Unless otherwise noted, all foreign currency translations to U.S. dollars in this section are made using exchange rates as of December 31, 2017.

Exploration & Production

Following the suspension of certain international economic sanctions against Iran on January 16, 2016, the Total Group commenced various business development activities in Iran. Following the Heads of Agreement (“HOA”) signed on November 8, 2016 by National Iranian Oil Company (“NIOC”), Total E&P South Pars S.A.S. (“TEPSP”) (a wholly-owned affiliate of Total S.A.), CNPC International Ltd. (“CNPCI”) (a wholly-owned affiliate of China National Petroleum Company) and Petropars Ltd. (“Petropars”) (a wholly-owned affiliate of NIOC), these parties negotiated and then signed a 20-year risked service contract on July 3, 2017 (the “Risked Service Contract”) for the development and production of phase 11 of the South Pars gas field (“SP11”). The project is expected to have a production capacity of 2 Bcf/d or 400,000 boe/d including condensate, and to supply the Iranian domestic market starting in 2021. TEPSP (50.1%) is the operator of the SP11 project alongside CNPCI (30%) and Petropars (19.9%). These companies entered into a joint operating agreement in July 2017 concerning, among other things, the governance of their obligations under the Risked Service Contract and the designation of TEPSP as the project’s operator. A branch office of TEPSP was opened in 2017 in Tehran for this purpose.

The SP11 project is expected to be developed in two phases. The first phase, with an estimated cost of approximately \$2 billion-equivalent, consists of 30 wells and 2 wellhead platforms connected to existing onshore treatment facilities by 2 subsea pipelines. Since the November 2016 HOA signature, Total S.A. has conducted engineering studies on behalf of the consortium and it initiated calls for tender during the third quarter of 2017 in order to award the contracts required to start developing the project in early 2018. At a later stage, once required by reservoir conditions, a second phase is expected to be launched involving the construction of offshore compression facilities.

The total required investment for the SP11 project is expected to be approximately \$4 billion-equivalent, of which TEPSP would finance 50.1% via equity contributions and payments in non-U.S. currency. In the event of new or reinstated international economic sanctions, if such sanctions were to prevent TEPSP from performing under the Risked Service Contract, TEPSP expects to be able to withdraw from the Contract and recover its past costs from NIOC (unless such recovery is prevented by sanctions).

Also in 2017, the memorandum of understanding (“MOU”) entered into between Total S.A. and NIOC on January 16, 2016 to assess potential developments in Iran in compliance with remaining applicable international economic sanctions was amended to extend the MOU’s duration and include an additional potential oil and gas project, North Azadegan. In 2017, NIOC provided Total S.A. with technical data on the Azadegan oil field so that it could assess potential development of this field. Representatives of Total S.A. held technical meetings in 2017 with representatives of NIOC and its affiliated companies in 2017 and carried out a technical review of the Azadegan (South & North) oil field as well as the Iran LNG Project (a project contemplating a 10 Mt/y LNG production facility at Tombak Port on Iran’s Persian Gulf coast), the results of which were partially disclosed to NIOC and relevant affiliated companies. In addition, Total S.A. signed two MOUs in 2017 with two international companies to evaluate the Azadegan oil field opportunity with NIOC.

During 2017, in connection with anticipated activities under the aforementioned Risked Service Contract and MOUs, and to discuss other new project opportunities, representatives of Total S.A. attended meetings with the Iranian oil and gas ministry and several Iranian companies with ties to the government of Iran. After the signing ceremony of the Risked Service Contract, senior management of Total S.A. attended a meeting with the President of Iran. In connection with travel to Iran in 2017 by employees of the Total Group, Total S.A. made payments to Iranian authorities for visas, airport services, exit fees, and similar travel-related charges. In addition, representatives of Total S.A. had a meeting in France with the Iranian ambassador and hosted official visits in France of representatives from the Iran Ministry of Petroleum, NIOC, and affiliates of NIOC for demonstrations of Total S.A.’s technical capabilities and expertise.

Following the signature of a confidentiality agreement in late 2016 among the Oman Ministry of Oil and Gas, NIGEC (a subsidiary of NIOC) and a group of international companies, including Total S.A., representatives of the Total Group attended meetings in 2017 with the parties to the agreement, including NIGEC, to discuss a potential project for the construction, operation and maintenance of a pipeline to supply natural gas from Iran to Oman as well as to market such gas.

Neither revenues nor profits were recognized from any of the aforementioned activities in 2017, except that TEPSP received payments of approximately \$15 million equivalent from its partners under the Risked Service Contract, including NIOC, for the reimbursement of their respective shares of past costs incurred by TEPSP under the HOA and their respective shares of the costs and expenditures incurred in 2017 under the Risked Service Contract.

Concerning payments to Iranian entities in 2017, Total Iran BV (100%) and TEPSP (on behalf of the SP11 project joint venture partners) collectively made payments of approximately IRR 7 billion (approximately \$210,000) to (i) the Iranian administration for taxes and social security contributions concerning the personnel of the aforementioned branch office and residual buyback contract-related obligations, and (ii) Iranian public entities for payments with respect to the maintenance of the aforementioned branch office (e.g., utilities, telecommunications). Total S.A. expects similar types of payments to be made by these affiliates in 2018 albeit in higher amounts due to increased business development activity in Iran.

Furthermore, Total E&P UK Limited (“TEP UK”), a wholly-owned affiliate, holds a 43.25% interest in a joint venture at the Bruce field in the UK with BP Exploration Operating Company Limited (“BP”, 37%), BHP Billiton Petroleum Great Britain Ltd (16%) and Marubeni Oil & Gas (North Sea) Limited (3.75%). This joint venture is party to an agreement (the “Bruce Rhum Agreement”) governing certain transportation, processing and operation services provided to a joint venture at the Rhum field in the UK that is co-owned by BP (50% operator) and the Iranian Oil Company UK Ltd (“IOC”), a subsidiary of NIOC (50%). In 2017, TEP UK liaised directly with IOC concerning its interest in the Bruce Rhum Agreement and it provided services to IOC under the Bruce Rhum Agreement. TEP UK is also party to an agreement with BP whereby TEP UK shall under certain conditions use reasonable endeavors to export Rhum natural gas liquids from the St Fergus Terminal. TEP UK conducts activities pursuant to this agreement only when the primary export route for Rhum natural gas liquids is not available, and is subject to BP having title to all of the Rhum natural gas liquids to be exported, and a valid OFAC license for the activity. In 2017, the aforementioned activities generated for TEP UK gross revenue of approximately £3.9 million (approximately \$5.3 million) and net profit of approximately £2.3 million (approximately \$3.1 million). TEP UK expects to continue these activities in 2018.

Other segments

The Total Group does not own or operate any refineries or chemical plants in Iran and did not purchase Iranian hydrocarbons prior to 2016 when prohibited by applicable EU and U.S. economic.

The Total Group continued its trading activities with Iran in 2017 via its wholly-owned affiliate TOTSA TOTAL OIL TRADING SA, which purchased approximately 58 Mb of Iranian crude oil for nearly €2.6 billion (approximately \$3.1 billion) pursuant to a mix of spot and term contracts. In connection with these purchases, CSSA Chartering and Shipping Services SA, a wholly-owned affiliate, chartered vessels owned by an entity with ties to the government of Iran to transport this crude oil. Total S.A. is not able to estimate the gross revenue and net profit related to these purchases, because most of this crude oil was used to supply the Total Group’s refineries. However, approximately 6.6 Mb of this crude oil were sold to entities outside of the Total Group. In addition, in 2017 approximately 14 Mb of petroleum products were bought from/sold to entities with ties to the government of Iran. These activities generated gross revenue of nearly €1.1 billion (approximately \$1.3 billion) and a net loss of approximately €5.7 million (approximately \$6.9 million). The affiliates expect to continue these activities in 2018.

Saft Groupe S.A. (“Saft”), a wholly-owned affiliate of the Total Group, in 2017 sold signaling and backup battery systems for metros and railways as well as products for the utilities and oil and gas sectors to companies in Iran, including some having direct or indirect ties with the Iranian government. In 2017, this activity generated gross revenue of approximately €3.2 million (approximately \$3.8 million) and net profit of approximately €0.4 million (approximately \$0.5 million). Saft expects to continue this activity in 2018.

Saft also attended the Iran Oil Show in 2017, where it discussed business opportunities with Iranian customers, including those with direct or indirect ties with the Iranian government. Saft expects to conduct similar business development activities in 2018.

Total Eren, a company in which Total Eren Holding holds an interest of 68.76% (Total S.A. owns 33.86% of Total Eren Holding), had preliminary discussions in 2017 for possible investments in renewable energy projects in Iran, including meetings with ministries of the Iranian government. Neither revenues nor profits were recognized from this activity in 2017, and the company expects to continue this activity in 2018.

In relation to a non-binding MOU signed in 2016 with National Petrochemical Company (“NPC”), a company owned by the government of Iran, to consider a project for the construction in Iran of a steam cracker and polyethylene production lines, representatives of Total Raffinage Chimie (“TRC”), a wholly-owned affiliate of Total S.A., made several visits to Iran in 2017 to discuss the project with representatives of NPC. In addition, the Iranian Ministry of Petroleum issued in January 2017 a resolution allocating to the potential project certain amounts of ethane, ethylene and polyethylene. This resolution was renewed by the Ministry of Petroleum in July 2017. No revenue or profit from these activities was recognized in 2017 and similar activities are expected to continue in 2018.

The company Le Joint Français, a wholly-owned affiliate of Total S.A., sold vehicular O-ring seals in 2017 to Iran Khodro, a company in which the government of Iran holds a 20% interest and which is supervised by Iran’s Industrial Management Organization. This activity generated gross revenue of approximately €700,000 (approximately \$841,540) and net profit of approximately €34,000 (approximately \$40,875). The company expects to continue this activity in 2018.

Paulstra S.N.C., a wholly-owned affiliate of Total S.A., obtained in 2017 an order from Iran Khodro to sell vehicular anti-vibration systems over a 5-year period. In 2017, this activity generated gross revenue of approximately €270,000 (approximately \$324,594) and net profit of approximately €20,000 (approximately \$24,044). Paulstra S.N.C. also sold vehicular anti-vibration systems in 2017 to Saipa, an Iranian company in which the Industrial & Development Organization of Iran holds a 35.75% interest. This activity generated gross revenue of approximately €3,000 (approximately \$3,607) and net profit of approximately €900 (approximately \$1,082). The company expects to continue these activities in 2018.

Hutchinson S.N.C., a wholly-owned affiliate of Total S.A., sold vehicular body sealing and hoses in 2017 to Iran Khodro. This activity generated gross revenue of approximately €2.7 million (approximately \$3.2 million) and net profit of approximately €171,000 (approximately \$205,576). The company expects to continue these activities in 2018.

Industrielle Desmarquoy S.N.C., a wholly-owned affiliate of Total S.A., sold vehicular plastic sealing in 2017 to Iran Khodro. This activity generated gross revenue of approximately €7,400 (approximately \$8,896) and net profit of approximately €600 (approximately \$721). The company expects to continue this activity in 2018.

Hanwha Total Petrochemicals (“HTC”), a joint venture in which Total Holdings UK Limited (a wholly-owned affiliate of Total S.A.) holds a 50% interest and Hanwha General Chemicals holds a 50% interest, purchased nearly 44 Mb of condensates from NIOC for approximately KRW 2,600 billion (approximately \$2.4 billion). These condensates are used as raw material for certain of HTC’s steam crackers. HTC also chartered seven tankers of condensates with National Iranian Tanker Company (NITC), a subsidiary of NIOC, for approximately KRW 16 billion (approximately \$14.9 million). The Total Group expects to continue these activities in 2018.

Total Research & Technology Feluy, a wholly-owned affiliate of Total S.A., Total Marketing & Services, a company wholly-owned by Total S.A. and six employees (“TMS”), and TRC paid in 2017 fees totaling approximately €4,000 (approximately \$4,809) to Iranian authorities related to various patents, consistent with the authorization for certain transactions and payments in connection with patent, trademark, copyright or other intellectual property protection under Section 560.509 of the U.S. Iranian Transactions and Sanctions Regulations. Similar payments are expected to be made in 2018.

The members of the Total Group paid fees in 2017 of approximately €2,000 (approximately \$2,404) to Iranian authorities related to the maintenance and protection of trademarks and designs. Similar payments are expected to be made in 2018.

Until December 2012, at which time it sold its entire interest, the Total Group held a 50% interest in the lubricants retail company Beh Total (now named Beh Tam) along with Behran Oil (50%), a company controlled by entities with ties to the government of Iran. As part of the sale of the Total Group’s interest in Beh Tam, Total S.A. agreed to license the trademark “Total” to Beh Tam for an initial 3-year period for the sale by Beh Tam of lubricants to domestic consumers in Iran. In 2014, Total E&P Iran (“TEPI”), a wholly-owned affiliate, received, on behalf of Total S.A., royalty payments of approximately IRR 24 billion (nearly \$1 million) from Beh Tam for such license. These payments were based on Beh Tam’s sales of lubricants during the previous calendar year. In 2015, royalty payments were suspended notably due to a procedure brought by the Iranian tax authorities against

TEPI. As of the end of 2017, no royalty payments had been received since 2015, but the payment of outstanding royalties in favor of Total S.A. is expected in 2018. In addition, representatives of Total Oil Asia-Pacific Ltd, a wholly-owned affiliate of Total S.A., made several visits to Behran Oil during 2017 regarding the potential purchase of 50% of the share capital of Beh Tam. As of the end of 2017, no agreement had been reached and no money was paid or received by either company. Further discussions are expected to take place in 2018.

Total Marketing Middle East FZE, a wholly-owned affiliate of Total S.A., sold lubricants to Beh Tam in 2017. The sale in 2017 of approximately 392 tons of lubricants and special fluids generated gross revenue of approximately AED 8.1 million (approximately \$2.2 million) and net profit of approximately AED 3.7 million (approximately \$1.0 million). The company expects to continue this activity in 2018.

Total Marketing France (“TMF”), a company wholly-owned by TMS, provided in 2017 fuel payment cards to the Iranian embassy and delegation to UNESCO in France for use in the Total Group’s service stations. In 2017, these activities generated gross revenue of approximately €17,000 (approximately \$20,437) and net profit of approximately €1,000 (approximately \$1,202). The company expects to continue this activity in 2018.

TMF also sold jet fuel in 2017 to Iran Air as part of its airplane refueling activities in France. The sale of approximately one million liters of jet fuel generated gross revenue of approximately €450,000 (approximately \$540,990) and net profit of approximately €9,500 (approximately \$11,421). The company expects to continue this activity in 2018.

Total Belgium, a wholly-owned affiliate of Total S.A., provided in 2017 fuel payment cards to the Iranian embassy in Brussels (Belgium) for use in the Total Group’s service stations. In 2017, these activities generated gross revenue of approximately €1,500 (approximately \$1,803) and net profit of approximately €300 (approximately \$361). The company expects to continue this activity in 2018.

Proxifuel, a wholly-owned affiliate of Total S.A., sold in 2017 domestic heating oil to the Iranian embassy in Brussels. In 2017, these activities generated gross revenue of less than €1,000 (approximately \$1,202) and net profit of less than €100 (approximately \$120). The company expects to continue this activity in 2018.

Caldeo, a company wholly-owned by TMS, sold in 2017 domestic heating oil to the Iranian embassy in France, which generated gross revenue of approximately €1,100 (approximately \$1,322) and net profit of less than €200 (approximately \$240). The company expects to continue this activity in 2018.

Total Lubrifiants, a company owned 99.99% by TMS (the remaining shares being held by one employee and five non-Total Group individual shareholders), received in 2017 three payments totaling €350,000 (approximately \$420,770) from NITC in payment of unpaid invoices from 2010. The company may receive similar payments in 2018.

Employees

As of December 31, 2017, we had approximately 7,306 full-time employees worldwide, of which 1,106 were located in the United States, 1,883 were located in the Philippines, 1,601 were located in Malaysia, and 2,716 were located in other countries. Of these employees, 5,206 were engaged in manufacturing, 937 in construction projects, 282 in research and development, 420 in sales and marketing, and 461 in general and administrative services. Although in certain countries we have works councils and statutory employee representation obligations, our employees are generally not represented by labor unions on an ongoing basis. We have never experienced a work stoppage, and we believe our relations with our employees to be good.

Geographic Information

Information regarding financial data by segment and geographic area is available in Note 5 and Note 17 under “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements.”

Seasonal Trends

Our business is subject to industry-specific seasonal fluctuations including changes in weather patterns and economic incentives, among others. Sales have historically reflected these seasonal trends with the largest percentage of total revenues realized during the last two quarters of our fiscal year. The construction of solar power systems or installation of solar power components and related revenue may decline during cold winter months. In the United States, many customers make purchasing decisions towards the end of the year in order to

take advantage of tax credits or for other budgetary reasons. In addition, revenues may fluctuate due to the timing of project sales, construction schedules, and revenue recognition of certain projects, such as those involving real estate, which may significantly impact the quarterly profile of the Company's results of operations. We may also retain certain development projects on our balance sheet for longer periods of time than in preceding periods in order to optimize the economic value we receive at the time of sale in light of market conditions, which can fluctuate after we have committed to projects. Delays in disposing of projects, or changes in amounts realized on disposition, may lead to significant fluctuations to the period-over-period profile of our results of operations and our cash available for working capital needs.

Available Information

We make available our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") free of charge on our website at www.sunpower.com, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. The contents of our website are not incorporated into, or otherwise to be regarded as part of this Annual Report on Form 10-K. Copies of such material may be obtained, free of charge, upon written request submitted to our corporate headquarters: SunPower Corporation, Attn: Investor Relations, 77 Rio Robles, San Jose, California, 95134. Copies of materials we file with the SEC may also be accessed at the SEC's Public Reference Room at 100 F Street NE, Washington, D.C., or at the SEC's website at www.sec.gov. The public may obtain additional information on the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330.

ITEM 1A. RISK FACTORS

Our business is subject to various risks and uncertainties, including those described below and elsewhere in this Annual Report on Form 10-K, which could adversely affect our business, results of operations, and financial condition. Although we believe that we have identified and discussed below certain key risk factors affecting our business, there may be additional risks and uncertainties that are not currently known to us or that are not currently believed by us to be material that may also harm our business, results of operations, and financial condition.

Risks Related to Our Sales Channels

Our operating results are subject to significant fluctuations and are inherently unpredictable.

We do not know whether our revenue will continue to grow, or if it will continue to grow sufficiently to outpace our expenses, which we also expect to grow. As a result, we may not be profitable on a quarterly or annual basis. Our revenue and operating results are difficult to predict and have in the past fluctuated significantly from quarter to quarter. The principal reason for these significant fluctuations in our results is that we derive a substantial portion of our total revenues from our large commercial and utility-scale and power plant customers, and, consequently:

- the amount, timing and mix of sales to our large commercial, utilities, and power plant customers, often for a single medium or large-scale project, may cause large fluctuations in our revenue and other financial results because, at any given time, a single large-scale project can account for a material portion of our total revenue in a given quarter;
- our inability to monetize our projects as planned, or any delay in obtaining the required government support or initial payments to begin recognizing revenue under the relevant recognition criteria, and the corresponding revenue impact, may similarly cause large fluctuations in our revenue and other financial results;
- our ability to monetize projects as planned is also subject to market conditions, including fluctuations in demand based on the availability of regulatory incentives and other factors, changes in the internal rate of return expected by customers in light of market conditions, the increasing number of power plants being constructed or available for sale and competition for financing, which can make both financing and disposition more challenging and may significantly affect project sales prices;
- market conditions may deteriorate after we have committed to projects, resulting in delays in disposing of projects, or changes in amounts realized on disposition, which may lead to significant fluctuations in the period-over-period profile of our results of operations and our cash available for working capital needs;
- in the event a project is subsequently canceled, abandoned, or is deemed unlikely to occur, we will charge all prior capital costs as an operating expense in the quarter in which such determination is made, which could materially adversely affect operating results;
- a delayed disposition of a project could require us to recognize a gain on the sale of assets instead of recognizing revenue;
- our agreements with these customers may be canceled if we fail to meet certain product specifications or materially breach these agreements;
- in the event of a customer bankruptcy, our customers may seek to terminate or renegotiate the terms of current agreements or renewals; and
- the failure by any significant customer to pay for orders, whether due to liquidity issues or otherwise, could materially and adversely affect our results of operations.

Any decrease in revenue from our large commercial and utility-scale power plant customers, whether due to a loss or delay of projects or an inability to collect, could have a significant negative impact on our business. See also “Item 7A. Quantitative and Qualitative Disclosures About Market Risk.” See also under this section “Risks Related to Our Sales Channels—Revenues from a limited number of customers and large projects are expected to continue to comprise a significant portion of our total revenues and any decrease in revenues from those

customers or projects, payment of liquidated damages, or an increase in related expenses, could have a material adverse effect on our business, results of operations and financial condition.”

Sales to our residential and light commercial customers are similarly susceptible to fluctuations in volumes and revenue, as well as fluctuations in demand based on the availability of regulatory incentives and other factors. In addition, demand from our commercial and residential customers may fluctuate based on the perceived cost-effectiveness of the electricity generated by our solar power systems as compared to conventional energy sources, such as natural gas and coal (which fuel sources are subject to significant price swings from time to time), and other non-solar renewable energy sources, such as wind. Declining average selling prices immediately affect our residential and light commercial sales volumes, and therefore lead to large fluctuations in revenue.

Further, our revenue mix of materials sales versus project sales can fluctuate dramatically from quarter to quarter, which may adversely affect our margins and financial results in any given period.

Any of the foregoing may cause us to miss our financial guidance for a given period, which could adversely impact the market price for our common stock and our liquidity.

We base our planned operating expenses in part on our expectations of future revenue and a significant portion of our expenses is fixed in the short term. If revenue for a particular quarter is lower than we expect, we likely will be unable to proportionately reduce our operating expenses for that quarter, which would materially adversely affect our operating results for that quarter. See also under this section, “Risks Related to Our Sales Channels—Our business could be adversely affected by seasonal trends and construction cycles,” “Risks Related to Our Sales Channels—The reduction, modification or elimination of government incentives could cause our revenue to decline and harm our financial results,” and “Risks Related to Our Sales Channels—Existing regulations and policies and changes to these regulations and policies may present technical, regulatory, and economic barriers to the purchase and use of solar power products, which may significantly reduce demand for our products and services.”

Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows.

On January 23, 2018, the President issued Proclamation 9693, which approved recommendations to provide relief to U.S. manufacturers and impose safeguard tariffs on imported solar cells and modules, based on the investigations, findings, and recommendations of the U.S. International Trade Commission (the “International Trade Commission”) pursuant to a Section 201 petition filed by Suniva, Inc., which Solar World Americas Inc. later joined, regarding foreign-manufactured photovoltaic (“PV”) cells and modules. Modules will be subject to a four-year tariff at a rate of 30% in the first year, declining 5% in each of the three subsequent years, to a final tariff rate of 15% in 2021. Cells will be subject to a tariff-rate quota, under which the first 2.5 GW of cell imports each year will be exempt from tariffs; and cells imported after the 2.5 GW quota has been reached will be subject to the same 30% tariff as modules. It is uncertain how the quota will be allocated and administered, and further guidance is pending from the International Trade Commission. Tariffs went into effect on February 7, 2018.

The tariffs imposed, if our products are not ultimately exempted, could materially and adversely affect our business and results of operations. Although we are actively engaged in efforts to obtain an exemption for our technology from these tariffs, and are pursuing other mitigating actions, there is no guarantee that these efforts will be successful.

In the near term, uncertainty surrounding the potential implications of the tariffs imposed to the U.S. solar market, and whether specific products may be excluded, is likely to cause market volatility, price fluctuations, supply shortages, and project delays, any of which could harm our business, and our pursuit of mitigating actions may divert substantial resources from other projects. In addition, the imposition of tariffs is likely to result in a wide range of impacts to the U.S. solar industry and the global manufacturing market, as well as our business in particular. Such tariffs, if our products are ultimately determined to be subject to them, could materially increase the price of our solar products and result in significant additional costs to us, our resellers, and our resellers’ customers, which could cause a significant reduction in demand for our solar power products and greatly reduce our competitive advantage. With the uncertainties associated with the Section 201 trade case, factors indicated that the carrying values of our long-lived assets associated with our manufacturing operations might not be recoverable. As a result, we performed an impairment evaluation utilizing the information available to us as of the filing date, and our estimate of undiscounted cash flows indicated that such carrying amounts were expected

to be recovered. Nonetheless, as more information becomes available, it is reasonably possible that our estimate of undiscounted cash flows may change in the near term, resulting in the need to write down certain long-lived assets to fair value. Our estimate of cash flows might change in relation to the implications of the remedies imposed as a result of the Section 201 trade case, the results of which could materially and adversely impact our business, revenues, margins, results of operations and estimated future cash flows. While our estimate of undiscounted cash flows exceeded the long-lived assets carrying amounts, based on the information currently available for evaluation as of the filing date, uncertainties surrounding the interpretations of the ruling, including the applicability of the quotas and potential product and country exclusions remain. We will perform a comprehensive review of our long-term strategy as a result of these tariffs in the coming months and as a result, we may be exposed to impairment in the future, which could be material to our results of operations. Any of the above factors would materially and adversely affect our business, revenues, margins, assets recoverability, results of operations, and cash flows. See also under this section, “Risks Related to Our Sales Channels—If we fail to successfully execute our cost reduction roadmap, or fail to develop and introduce new and enhanced products and services, we may be unable to compete effectively, and our ability to generate revenues and profits would suffer,” and “Risks Related to Our Sales Channels—The increase in the global supply of solar cells and panels, and increasing competition, may cause substantial downward pressure on the prices of such products and cause us to lose sales or market share, resulting in lower revenues, earnings, and cash flows.”

The successful execution of our strategic plans is dependent in part upon our ability to pursue and successfully complete certain strategic transactions, divestitures, and other ventures, and failure to consummate such transactions could materially adversely affect our business, financial condition, and results of operations.

A significant element of our strategic plan is to pursue and successfully complete certain strategic transactions, divestitures, and other ventures that complement our ongoing restructuring plans. We may divest certain interests or business segments, or enter into similar transactions, in order to enhance our liquidity and further our strategic objectives.

It is possible that we may not be able to identify suitable prospective buyers for the non-core assets we seek to divest, or if we do identify such buyers, we may not be successful in negotiating and completing those transactions on terms acceptable to us, or at all. The inability to identify suitable prospective buyers or strategic partners, or the inability to complete such transactions, could negatively affect the execution of our business strategy.

Even if we succeed in engaging appropriate prospective buyers or strategic partners upon commercially acceptable terms, the transactions involve various risks, including potential disruption of existing operations, diversion of management and financial resources, inefficiency during transition periods, and possible loss of key employees and customers. Strategic transactions are subject to numerous other uncertainties, including unforeseen transaction fees and expenses, satisfaction of conditions precedent to closing such transactions, required regulatory approvals, and potential initiation of legal proceedings in response to such transactions, as well as reputational harm that may result.

There can also be no assurance that the expected strategic and financial benefits of any such transactions, once consummated, will materialize. The failure of one or more of our strategic transactions to yield anticipated results, or the realization of any of the risks described above, could have a material adverse effect on our business, financial condition, and results of operations.

For example, as further discussed under “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing”, we are exploring the sale of our residential lease portfolio interest, and, although this transaction is in the early stages and no final decision as to any particular structure has been reached, we determined it was necessary to record net impairment charges of \$624.3 million for the year ended December 31, 2017 in our Residential Segment. Due to the fact that the residential lease portfolio assets are held in partnership flip structures with noncontrolling interests, the Company allocated the portion of the impairment charge related to such noncontrolling interests through the hypothetical liquidation at book value (“HLBV”) method. This allocation resulted in an additional net loss attributable to noncontrolling interests and redeemable controlling interests of \$150.6 million. As a result, the net impairment charges attributable to SunPower stockholders totaled \$473.7 million for the year ended December 31, 2017 and were recorded within the Residential Segment. The impairment evaluation includes uncertainty because it requires management to make assumptions and to apply significant judgment in determining the fair value of the residential lease

portfolio. If actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, and if and when a divestiture transaction occurs, details and timing of which are subject to change as the sales process continues, we may be exposed to additional impairment charges in the future, which could be material to our results of operations.

We may fail to realize the expected benefits of our YieldCo strategy, including our current plan to divest our interest in 8point3 Energy Partners, which could materially adversely affect our business, financial condition, and results of operations.

In June 2015, 8point3 Energy Partners LP (“8point3 Energy Partners”), a joint YieldCo vehicle formed by us and First Solar, Inc. (“First Solar”) to own, operate and acquire solar energy generation assets, launched an initial public offering of Class A shares representing its limited partner interests. The IPO was consummated on June 24, 2015, whereupon the Class A shares were listed on The NASDAQ Global Select Market under the trading symbol “CAFD.”

Immediately after the IPO, we contributed a portfolio of solar generation assets to 8point3 Energy Partners in exchange for cash proceeds as well as equity interests in several 8point3 Energy Partners affiliated entities (collectively, the “8point3 Group”). Additionally, we entered into a Right of First Offer Agreement with 8point3 Energy Partners in connection with the IPO under which we granted 8point3 Energy Partners a right of first offer to purchase certain of our solar energy projects that are in various stages of development in our project pipeline. In connection with the divestiture transaction discussed below, we have entered into a waiver agreement with 8point3 Energy Partners waiving their rights of first offer while the transaction is pending. If the divestiture transaction does not close successfully, the 8point3 Energy Partners rights of first offer will be reinstated. We have sold four of these projects to 8point3 Energy Partners to date.

We may be unable to fully realize our expected strategic and financial benefits from the 8point3 Group on a timely basis or at all. The operations of the 8point3 Group are not consolidated with ours. Instead, we account for our investments in the 8point3 Group using the equity method, whereby the book value of our investments is recorded as a non-current asset and our portion of their earnings is recorded in the Consolidated Statements of Operations under the caption “Equity in earnings (loss) of unconsolidated investees.”

In fiscal 2017, following a review of our strategic alternatives, we decided to explore a divestiture jointly with First Solar. On February 5, 2018, 8point3 Energy Partners entered into an Agreement and Plan of Merger with CD Clean Energy and Infrastructure V JV, LLC, an equity fund managed by Capital Dynamics, Inc. and certain other co-investors (collectively, “Capital Dynamics” and the transaction, the “Divestiture Transaction”), and we entered into a Support Agreement, which obligates us to support the transaction. The Divestiture Transaction is subject to customary conditions and approvals, and the details and timing are subject to change. Successful closure of the Divestiture Transaction is not assured.

We believe that the viability of our YieldCo strategy, unless and until the sale of our equity interest in the 8point3 Group is completed, will depend, among other things, upon our ability to continue to develop revenue-generating solar assets, to build and manage relationships with sponsors, and to productively manage our relationship with First Solar (including within the context of the sale process) and the 8point3 Group, which are subject to the project-level, joint venture relationship, business, and industry risks described herein. There can be no assurance that we will be able to successfully close the Divestiture Transaction. If we are unable to successfully close the Divestiture Transaction within a reasonable time frame, our business, financial condition, and results of operations could be materially adversely affected (including without limitation by depriving us of a source of liquidity to repay our convertible debentures due June 1, 2018). In addition, if we are unable to close the Divestiture Transaction, there is no assurance that we will be able to realize the strategic and financial benefits that we expect to derive from our YieldCo strategy and our investment in the 8point3 Group in particular, our business, financial condition and results of operations could be materially adversely affected.

There is no assurance that we will realize a return on our equity investments in the 8point3 Group. The ability of the 8point3 Group to make cash distributions will depend primarily upon its cash flow, which is not solely a function of 8point3 Energy Partners’ profitability. There is no assurance that we will receive any further cash distributions. Accordingly, we may never recover the value of the assets we contribute to the YieldCo vehicle, and we may realize less of a return on such contribution than if we had retained or operated these assets. In addition, 8point3 Energy Partners may be unable to obtain funding through the sale of equity securities or otherwise. If adequate funds and other resources are not available on acceptable terms, the 8point3 Group may

be unable to purchase assets that we wish to sell, or otherwise function as anticipated and planned. In such event, our YieldCo strategy may not succeed, and our business, financial condition and results of operations would be materially adversely affected.

The execution of our growth strategy is dependent upon the continued availability of third-party financing arrangements for our solar power plants, our residential lease program, and our customers, and is affected by general economic conditions and other factors.

Our growth strategy depends on third-party financing arrangements. We often require project financing for development and construction of our solar power plant projects, which require significant investments before the equity is later sold to investors. Many purchasers of our systems projects have entered into third-party arrangements to finance their systems over an extended period of time, while many end-customers have chosen to purchase solar electricity under a power purchase agreement (“PPA”) with an investor or financing company that purchases the system from us or our authorized dealers. We often execute PPAs directly with the end-user, with the expectation that we will later assign the PPA to a financier. Under such arrangements, the financier separately contracts with us to acquire and build the solar power system, and then sells the electricity to the end-user under the assigned PPA. When executing PPAs with end-users, we seek to mitigate the risk that financing will not be available for the project by allowing termination of the PPA in such event without penalty. However, we may not always be successful in negotiating for penalty-free termination rights for failure to obtain financing, and certain end-users have required substantial financial penalties in exchange for such rights. These structured finance arrangements are complex and may not be feasible in many situations.

Global economic conditions, including conditions that may make it more difficult or expensive for us to access credit and liquidity, could materially and adversely affect our business and results of operations. Credit markets are unpredictable, and if they become more challenging, we may be unable to obtain project financing for our projects, customers may be unable or unwilling to finance the cost of our products, we may have difficulties in reaching agreements with financiers to finance the construction of our solar power systems, or the parties that have historically provided this financing may cease to do so, or only do so on terms that are substantially less favorable for us or our customers, any of which could materially and adversely affect our revenue and growth in all segments of our business. Our plans to continue to grow our residential lease program may be delayed if credit conditions prevent us from obtaining or maintaining arrangements to finance the program. We are actively arranging additional third-party financing for our residential lease program; however, if we encounter challenging credit markets, we may be unable to arrange additional financing partners for our residential lease program in future periods, which could have a negative impact on our sales. In the event we enter into a material number of additional leases without obtaining corresponding third-party financing, our cash, working capital and financial results could be negatively affected. In addition, a rise in interest rates would likely increase our customers’ cost of financing or leasing our products and could reduce their profits and expected returns on investment in our products. The general reduction in available credit to would-be borrowers or lessees, worldwide economic uncertainty, and the condition of worldwide housing markets could delay or reduce our sales of products to new homebuilders and authorized resellers. In conjunction with our efforts to generate more available liquid funds and simplify our balance sheets, we made the decision to sell our interest in the residential lease asset portfolio, which is comprised of assets under operating leases and financing receivables related to sales-type leases, and engaged an external investment banker to assist with our related marketing efforts in the fourth quarter of fiscal 2017. To date, although this transaction is in the early stages and no final decision on any particular structure has yet been reached, the Company has obtained information from potential purchasers regarding their expression of interest in a potential transaction. For more information, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing.”

The availability of financing depends on many factors, including market conditions, the demand for and supply of solar projects, and resulting risks of refinancing or disposing of such projects. It also depends in part on government incentives, such as tax incentives. In the United States, with the expiration of the Treasury Grant under Section 1603 of the American Recovery and Reinvestment Act program, we have needed to identify interested financiers with sufficient taxable income to monetize the tax incentives created by our solar systems. In the long term, as we look toward markets not supported (or supported less) by government incentives, we will continue to need to identify financiers willing to finance residential solar systems without such incentives. Our failure to effectively do so could materially and adversely affect our business and results of operations. In

addition, with the recent passage of comprehensive reform of the Code, the impact of revisions to various industry-specific tax incentives, such as accelerated depreciation, and an overall reduction in corporate tax rates may lead to changes in the market and availability of tax equity investors.

The lack of project financing, due to tighter credit markets or other reasons, could delay the development and construction of our solar power plant projects, thus reducing our revenues from the sale of such projects. We may in some cases seek to pursue partnership arrangements with financing entities to assist residential and other customers to obtain financing for the purchase or lease of our systems, which would expose us to credit or other risks. We face competition for financing partners and if we are unable to continue to offer a competitive investment profile, we may lose access to financing partners or they may offer financing on less favorable terms than our competitors, which could materially and adversely affect our business and results of operations.

If we fail to successfully execute our cost reduction roadmap, or fail to develop and introduce new and enhanced products and services, we may be unable to compete effectively, and our ability to generate revenues and profits would suffer.

Our solar panels are currently competitive in the market compared with lower cost conventional solar cells, such as thin-film, due to our products' higher efficiency, among other things. Given the general downward pressure on prices for solar panels driven by increasing supply and technological change, as well as tariffs imposed pursuant to the recent Section 201 action, which are applicable to our products if our products are not ultimately exempted, a principal component of our business strategy is reducing our costs to manufacture our products to remain competitive. We also focus on standardizing our products with the goal of driving down installation costs. If our competitors are able to drive down their manufacturing and installation costs or increase the efficiency of their products faster than we can, or if competitor products are exempted from tariffs and quotas and ours are not, our products may become less competitive even when adjusted for efficiency. Further, if raw materials costs and other third-party component costs were to increase, we may not meet our cost reduction targets. If we cannot effectively execute our cost reduction roadmap, our competitive position will suffer, and we could lose market share and our margins would be adversely affected as we face downward pricing pressure.

The solar power market is characterized by continually changing technology and improving features, such as increased efficiency, higher power output and enhanced aesthetics. Technologies developed by our direct competitors, including thin-film solar panels, concentrating solar cells, solar thermal electric and other solar technologies, may provide energy at lower costs than our products. We also face competition in some markets from other energy generation sources, including conventional fossil fuels, wind, biomass, and hydro. In addition, other companies could potentially develop a highly reliable renewable energy system that mitigates the intermittent energy production drawback of many renewable energy systems. Companies could also offer other value-added improvements from the perspective of utilities and other system owners, in which case such companies could compete with us even if the cost of electricity associated with any such new system is higher than that of our systems. We also compete with traditional utilities that supply energy to our potential customers. Such utilities have greater financial, technical, operational and other resources than we do. If electricity rates decrease and our products become less competitive by comparison, our operating results and financial condition will be adversely affected.

Our failure to further refine our technology, reduce cost in our manufacturing process, and develop and introduce new solar power products could cause our products or our manufacturing facilities to become less competitive or obsolete, which could reduce our market share, cause our sales to decline, and cause the impairment of our assets. This risk requires us to continuously develop new solar power products and enhancements for existing solar power products to keep pace with evolving industry standards, competitive pricing and changing customer preferences, expectations, and requirements. It is difficult to successfully predict the products and services our customers will demand. If we cannot continually improve the efficiency of our solar panels as compared with those of our competitors, our pricing will become less competitive, we could lose market share and our margins would be adversely affected. We have new products, such as our P-Series, which have not yet been mass-deployed in the market. We need to prove their reliability in the field as well as drive down their cost in order to gain market acceptance.

As we introduce new or enhanced products or integrate new technology and components into our products, we will face risks relating to such transitions including, among other things, the incurrence of high fixed costs, technical challenges, acceptance of products by our customers, disruption in customers' ordering patterns, insufficient supplies of new products to meet customers' demand, possible product and technology defects arising

from the integration of new technology and a potentially different sales and support environment relating to any new technology. Our failure to manage the transition to newer products or the integration of newer technology and components into our products could adversely affect our business's operating results and financial condition. See also under this section, "Risks Related to Our Sales Channels—Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows."

The increase in the global supply of solar cells and panels, and increasing competition, may cause substantial downward pressure on the prices of such products and cause us to lose sales or market share, resulting in lower revenues, earnings, and cash flows.

Global solar cell and panel production capacity has been materially increasing overall, and solar cell and solar panel manufacturers currently have excess capacity, particularly in China. Excess capacity and industry competition have resulted in the past, and may continue to result, in substantial downward pressure on the price of solar cells and panels, including SunPower products. Intensifying competition could also cause us to lose sales or market share. Such price reductions or loss of sales or market share could have a negative impact on our revenue and earnings, and could materially adversely affect our business, financial condition and cash flows. In addition, our internal pricing forecasts may not be accurate in such a market environment, which could cause our financial results to be different than forecasted. Finally, the imposition by the U.S. of tariffs and quotas, if finally determined to be applicable to our products, could materially adversely affect our ability to compete with other suppliers and developers in the U.S. market. See also under this section, "Risks Related to Our Sales Channels—If we fail to successfully execute our cost reduction roadmap, or fail to develop and introduce new and enhanced products and services, we may be unable to compete effectively, and our ability to generate revenues and profits would suffer," and "Risks Related to Our Sales Channels—Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows."

The reduction, modification or elimination of government incentives could cause our revenue to decline and harm our financial results.

The market for on-grid applications, where solar power is used to supplement a customer's electricity purchased from the utility network or sold to a utility under tariff, depends in large part on the availability and size of government mandates and economic incentives because, at present, the cost of solar power generally exceeds retail electric rates in many locations and wholesale peak power rates in some locations. Incentives and mandates vary by geographic market. Various government bodies in most of the countries where we do business have provided incentives in the form of feed-in tariffs, rebates, and tax credits and other incentives and mandates, such as renewable portfolio standards and net metering, to end-users, distributors, system integrators and manufacturers of solar power products to promote the use of solar energy in on-grid applications and to reduce dependency on other forms of energy. These various forms of support for solar power are subject to change (as, for example, occurred in 2015 with Nevada's decision to change net energy metering; and in 2017 with California's adoption of new time-of-use rates that reduced the price paid to solar system owners for mid-day electricity production), and are expected in the longer term to decline. Even changes that may be viewed as positive (such as the extension at the end of 2015 of U.S. tax credits related to solar power) can have negative effects if they result, for example, in delaying purchases that otherwise might have been made before expiration or scheduled reductions in such credits. Governmental decisions regarding the provision of economic incentives often depend on political and economic factors that we cannot predict and that are beyond our control. The reduction, modification or elimination of grid access, government mandates or economic incentives in one or more of our customer markets would materially and adversely affect the growth of such markets or result in increased price competition, either of which could cause our revenue to decline and materially adversely affect our financial results.

Existing regulations and policies and changes to these regulations and policies may present technical, regulatory, and economic barriers to the purchase and use of solar power products, which may significantly reduce demand for our products and services.

The market for electric generation products is heavily influenced by federal, state and local government laws, regulations and policies concerning the electric utility industry in the United States and abroad, as well as policies promulgated by electric utilities. These regulations and policies often relate to electricity pricing and

technical interconnection of customer-owned electricity generation, and changes that make solar power less competitive with other power sources could deter investment in the research and development of alternative energy sources as well as customer purchases of solar power technology, which could in turn result in a significant reduction in the demand for our solar power products. The market for electric generation equipment is also influenced by trade and local content laws, regulations and policies that can discourage growth and competition in the solar industry and create economic barriers to the purchase of solar power products, thus reducing demand for our solar products. In addition, on-grid applications depend on access to the grid, which is also regulated by government entities. We anticipate that our solar power products and their installation will continue to be subject to oversight and regulation in accordance with federal, state, local and foreign regulations relating to construction, safety, environmental protection, utility interconnection and metering, trade, and related matters. It is difficult to track the requirements of individual states or local jurisdictions and design equipment to comply with the varying standards. In addition, the U.S., European Union and Chinese governments, among others, have imposed tariffs or are in the process of evaluating the imposition of tariffs on solar panels, solar cells, polysilicon, and potentially other components. These and any other tariffs or similar taxes or duties may increase the price of our solar products and adversely affect our cost reduction roadmap, which could harm our results of operations and financial condition. Any new regulations or policies pertaining to our solar power products may result in significant additional expenses to us, our resellers and our resellers' customers, which could cause a significant reduction in demand for our solar power products. See also under this section, "Risks Related to Our Sales Channels—Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows."

We may not achieve some or all of the expected benefits of our restructuring plans and our restructuring may adversely affect our business.

We announced restructuring plans in August 2016 and December 2016 to realign our downstream investments, optimize our supply chain, and reduce operating expenses, in response to market dislocation, including expected near-term challenges primarily relating to our power plant and commercial segments, and to reduce costs and focus on improving cash flow while positioning us to succeed in the next phase of industry growth. While we are nearing completion of these restructuring plans, additional actions may be costly and disruptive to our business, and we may not be able to obtain the cost savings and benefits that were initially anticipated in connection with our restructuring. Additionally, we may experience a loss of continuity, loss of accumulated knowledge, or inefficiency during transitional periods associated with our restructuring. Reorganization and restructuring can require a significant amount of management and other employees' time and focus, which may divert attention from operating and growing our business. If we fail to achieve some or all of the expected benefits of restructuring, it could have a material adverse effect on our competitive position, business, financial condition, results of operations and cash flows. For more information about our restructuring plans, see our Current Reports on Form 8-K filed on August 9, 2016 and December 7, 2016 and "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 8. Restructuring."

SunPower Solutions, a new division of our Power Plant segment, is a new business strategy for us, which will require significant resources and management attention, and we may not be successful in achieving our strategic goals as we shift our business focus in this area from power plant development services to component sales.

In 2017, we created the SunPower Solutions division of our Power Plant segment as part of our ongoing restructuring, in an effort to shift focus from power plant development services to component sales. Through SunPower Solutions, we supply our leading SunPower Oasis Power Plant technology directly to power plant developers and engineering, procurement, and construction providers in new and existing solar markets. In connection with our restructuring and this business transformation, we have implemented a number of strategic initiatives, including expanding our market footprint and global brand awareness, enhancing our project selection focus, driving cost reduction and demand volume, and optimizing our business support functions. However, there is no assurance that we will be able to implement this business strategy effectively or profitably over the long term, or that our transformation will result in improved sales or operating results.

Furthermore, the success of our SunPower Solutions offerings will depend in large part upon our ability to identify suitable projects and provide customers with products that meet their deployment and functionality

needs. We may face challenges and delays in the development of this business as the marketplace for products and services evolves in response to customer demand. Moreover, as we shift our emphasis to component sales, we will also compete with existing players in this sector, many of whom are established and have significant resources and existing customer relationships.

Even if we succeed in developing our sales pipeline, we may not be able to consistently ascertain and allocate the appropriate financial and human resources necessary to grow this business area. We may invest considerable capital in developing this strategy, but fail to achieve satisfactory financial return. In light of these risks and uncertainties, there can be no assurance that we will realize a profit from this new business line or that diverting our management's attention to this new business line will not have a negative impact on our existing businesses, any of which may have a material adverse effect on our financial condition and results of operations.

As owners and operators of solar power systems that deliver electricity to the grid, certain of our affiliated entities may be considered public utilities for purposes of the Federal Power Act, as amended (the "FPA"), and are subject to regulation by the Federal Energy Regulatory Commission ("FERC"), as well as various local and state regulatory bodies.

Although we are not directly subject to FERC regulation under the FPA, we are considered to be a "holding company" for purposes of Section 203 of the FPA, which regulates certain transactions involving public utilities, and such regulation could adversely affect our ability to grow the business through acquisitions. Likewise, investors seeking to acquire our public utility subsidiaries or acquire ownership interests in their securities may require prior FERC approval to do so. Such approval could result in transaction delays or uncertainties.

Public utilities under the FPA are required to obtain FERC acceptance of their rate schedules for wholesale sales of electricity and to comply with various regulations. FERC may grant our affiliated entities the authority to sell electricity at market-based rates and may also grant them certain regulatory waivers, such as waivers from compliance with FERC's accounting regulations. These FERC orders reserve the right to revoke or revise market-based sales authority if FERC subsequently determines that our affiliated entities can exercise market power in the sale of generation products, the provision of transmission services, or if it finds that any of the entities can create barriers to entry by competitors. In addition, if the entities fail to comply with certain reporting obligations, FERC may revoke their power sales tariffs. Finally, if the entities were deemed to have engaged in manipulative or deceptive practices concerning their power sales transactions, they would be subject to potential fines, disgorgement of profits, and/or suspension or revocation of their market-based rate authority. If our affiliated entities were to lose their market-based rate authority, such companies would be required to obtain FERC's acceptance of a cost-of-service rate schedule and could become subject to the accounting, record-keeping, and reporting requirements that are imposed on utilities with cost-based rate schedules, which would impose cost and compliance burdens on us and have an adverse effect on our results of operations. In addition to the risks described above, we may be subject to additional regulatory regimes at state or foreign levels to the extent we own and operate solar power systems in such jurisdictions.

As our sales to residential customers have grown, we have increasingly become subject to substantial financing and consumer protection laws and regulations.

As we continue to seek to expand our retail customer base, our activities with customers – and in particular, our financing activities with our residential customers – are subject to consumer protection laws that may not be applicable to our commercial and power plant segments, such as federal truth-in-lending, consumer leasing, and equal credit opportunity laws and regulations, as well as state and local finance laws and regulations. Claims arising out of actual or alleged violations of law may be asserted against us by individuals or governmental entities and may expose us to significant damages or other penalties, including fines.

We may incur unexpected warranty and product liability claims that could materially and adversely affect our financial condition and results of operations.

Our current standard product warranty for our solar panels and their components includes a 25-year warranty period for defects in materials and workmanship and for greater than promised declines in power performance. We believe our warranty offering is in line with industry practice. This long warranty period creates a risk of extensive warranty claims long after we have shipped product and recognized revenue. We perform accelerated lifecycle testing that exposes our products to extreme stress and climate conditions in both environmental simulation chambers and in actual field deployments in order to highlight potential failures that

could occur over the 25-year warranty period. We also employ measurement tools and algorithms intended to help us assess actual and expected performance; these attempt to compare actual performance against an expected performance baseline that is intended to account for many factors (like weather) that can affect performance. Although we conduct accelerated testing of our solar panels and components, they have not and cannot be tested in an environment that exactly simulates the 25-year warranty period and it is difficult to test for all conditions that may occur in the field. Further, there can be no assurance that our efforts to accurately measure and predict panel and component performance will be successful. We have sold products under our warranties since the early 2000s and have therefore not experienced the full warranty cycle.

In our project installations, our current standard warranty for our solar power systems differs by geography and end-customer application and usually includes a limited warranty of 10 years for defects in workmanship, after which the customer may typically extend the period covered by its warranty for an additional fee. We also typically provide a system output performance warranty, separate from our standard solar panel product warranty, to customers that have subscribed to our post-installation O&M services. The long warranty period and nature of the warranties create a risk of extensive warranty claims long after we have completed a project and recognized revenues. Warranty and product liability claims may also result from defects or quality issues in certain technology and components (whether manufactured by us or third parties) that we incorporate into our solar power systems, such as solar cells, panels, inverters, and microinverters, over which we may have little or no control. See also under this section “Risks Related to Our Supply Chain—We will continue to be dependent on a limited number of third-party suppliers for certain raw materials and components for our products, which could prevent us from delivering our products to our customers within required timeframes and could in turn result in sales and installation delays, cancellations, penalty payments and loss of market share.” While we generally pass through to our customers manufacturer warranties we receive from our suppliers, in some circumstances, we may be responsible for repairing or replacing defective parts during our warranty period, often including those covered by manufacturers’ warranties, or incur other non-warranty costs. If a manufacturer disputes or otherwise fails to honor its warranty obligations, we may be required to incur substantial costs before we are compensated, if at all, by the manufacturer. Furthermore, our warranties may exceed the period of any warranties from our suppliers covering components, such as third-party solar cells, third-party panels and third-party inverters, included in our systems. In addition, manufacturer warranties may not fully compensate us for losses associated with third-party claims caused by defects or quality issues in their products. For example, most manufacturer warranties exclude certain losses that may result from a system component’s failure or defect, such as the cost of de-installation, re-installation, shipping, lost electricity, lost renewable energy credits or other solar incentives, personal injury, property damage, and other losses. In certain cases, the direct warranty coverage we provide to our customers, and therefore our financial exposure, may exceed our recourse available against cell, panel or other manufacturers for defects in their products. In addition, in the event we seek recourse through warranties, we will also be dependent on the creditworthiness and continued existence of the suppliers to our business. In the past, certain of our suppliers have entered bankruptcy and our likelihood of a successful warranty claim against such suppliers is minimal.

Increases in the defect rate of SunPower or third-party products, including components, could cause us to increase the amount of warranty reserves and have a corresponding material, negative impact on our results of operations. Further, potential future product or component failures could cause us to incur substantial expense to repair or replace defective products or components, and we have agreed in some circumstances to indemnify our customers and our distributors against liability from some defects in our solar products. A successful indemnification claim against us could require us to make significant damage payments. Repair and replacement costs, as well as successful indemnification claims, could materially and negatively impact our financial condition and results of operations.

Like other retailers, distributors and manufacturers of products that are used by customers, we face an inherent risk of exposure to product liability claims in the event that the use of the solar power products into which solar cells, solar panels, and microinverters are incorporated results in injury, property damage or other damages. We may be subject to warranty and product liability claims in the event that our solar power systems fail to perform as expected or if a failure of our solar power systems or any component thereof results, or is alleged to result, in bodily injury, property damage or other damages. Since our solar power products are electricity-producing devices, it is possible that our systems could result in injury, whether by product malfunctions, defects, improper installation or other causes. In addition, since we only began selling our solar cells and solar panels in the early 2000s and the products we are developing incorporate new technologies and

use new installation methods, we cannot predict the extent to which product liability claims may be brought against us in the future or the effect of any resulting negative publicity on our business. Moreover, we may not have adequate resources to satisfy a successful claim against us. We rely on our general liability insurance to cover product liability claims. A successful warranty or product liability claim against us that is not covered by insurance or is in excess of our available insurance limits could require us to make significant payments of damages. In addition, quality issues can have various other ramifications, including delays in the recognition of revenue, loss of revenue, loss of future sales opportunities, increased costs associated with repairing or replacing products, and a negative impact on our goodwill and reputation, any of which could adversely affect our business, operating results and financial condition.

Revenues from a limited number of customers and large projects are expected to continue to comprise a significant portion of our total revenues and any decrease in revenues from those customers or projects, payment of liquidated damages, or an increase in related expenses, could have a material adverse effect on our business, results of operations and financial condition.

Even though over the long term we expect our customer base and our revenue streams to diversify, a substantial portion of our revenues will continue to depend on sales to a limited number of customers, and the loss or delay of sales to, or construction of, or inability to collect from those customers or for those projects, or an increase in expenses (such as financing costs) related to any such large projects, would have a significant negative impact on our business. In fiscal 2017, our top customer accounted for 13% of our total revenue. These larger projects create concentrated operating and financial risks. The effect of recognizing revenue or other financial measures on the sale of a larger project, or the failure to recognize revenue or other financial measures as anticipated in a given reporting period because a project is not yet completed under applicable accounting rules by period end, may materially affect our financial results. In addition, if construction, warranty or operational challenges arise on a larger project, or if the timing of such a project unexpectedly changes for other reasons, our financial results could be materially, adversely affected. Our agreements for such projects may be canceled or we may incur large liquidated damages if we fail to execute the projects as planned, obtain certain approvals or consents by a specified time, meet certain product and project specifications, or if we materially breach the governing agreements, or in the event of a customer's or project entity's bankruptcy, our customers may seek to cancel or renegotiate the terms of current agreements or renewals. In addition, the failure by any significant customer to make payments when due, whether due to liquidity issues, failure of anticipated government support or otherwise, could materially adversely affect our business, results of operations and financial condition.

We do not typically maintain long-term agreements with our customers and accordingly we could lose customers without warning, which could adversely affect our operating results.

Our product sales to residential dealers and components customers typically are not made under long-term agreements. We often contract to construct or sell large projects with no assurance of repeat business from the same customers in the future. Although cancellations of our purchase orders to date have been infrequent, our customers may cancel or reschedule purchase orders with us on relatively short notice. Cancellations or rescheduling of customer orders could result in the delay or loss of anticipated sales without allowing us sufficient time to reduce, or delay the incurrence of, our corresponding inventory and operating expenses. In addition, changes in forecasts or the timing of orders from these or other customers expose us to the risks of inventory shortages or excess inventory. These circumstances, in addition to the completion and non-repetition of large projects, declining average selling prices, changes in the relative mix of sales of solar equipment versus solar project installations, and the fact that our supply agreements are generally long-term in nature and many of our other operating costs are fixed, could cause our operating results to fluctuate and may result in a material adverse effect in our business, results of operations, and financial condition. In addition, since we rely partly on our network of international dealers for marketing and other promotional programs, if our dealers fail to perform up to our standards, our operating results could be adversely affected.

Our business could be adversely affected by seasonal trends and construction cycles.

Our business is subject to significant industry-specific seasonal fluctuations. Our sales have historically reflected these seasonal trends, with the largest percentage of our total revenues realized during the second half of each fiscal year. There are various reasons for this seasonality, mostly related to economic incentives and weather patterns. For example, in European countries with feed-in tariffs, the construction of solar power systems

may be concentrated during the second half of the calendar year, largely due to the annual reduction of the applicable minimum feed-in tariff and the fact that the coldest winter months in the Northern Hemisphere are January through March. In the United States, many customers make purchasing decisions towards the end of the year in order to take advantage of tax credits. In addition, sales in the new home development market are often tied to construction market demands, which tend to follow national trends in construction, including declining sales during cold weather months.

The competitive environment in which we operate often requires us to undertake customer obligations, which may turn out to be costlier than anticipated and, in turn, materially and adversely affect our business, results of operations and financial condition.

We are often required, as a condition of financing or at the request of our end customer, to undertake certain obligations such as:

- system output performance warranties;
- system maintenance;
- penalty payments or customer termination rights if the system we are constructing is not commissioned within specified timeframes or other construction milestones are not achieved;
- guarantees of certain minimum residual value of the system at specified future dates;
- system put-rights whereby we could be required to buy back a customer's system at fair value on a future date if certain minimum performance thresholds are not met; and
- indemnification against losses customers may suffer as a result of reductions in benefits received under the solar commercial investment tax credit ("ITC") under Section 48(c) of the Internal Revenue Code of 1986, as amended (the "Code"), and Treasury grant programs under Section 1603 of the American Recovery and Reinvestment Act (the "Cash Grant").

Such financing arrangements and customer obligations involve complex accounting analyses and judgments regarding the timing of revenue and expense recognition, and in certain situations these factors may require us to defer revenue or profit recognition until projects are completed or until contingencies are resolved, which could adversely affect our revenues and profits in a particular period.

Risks Related to Our Liquidity

We may be unable to generate sufficient cash flows or obtain access to external financing necessary to fund our operations and make adequate capital investments as planned due to the general economic environment and the continued market pressure driving down the average selling prices of our solar power products, among other factors.

To develop new products, support future growth, achieve operating efficiencies, and maintain product quality, we must make significant capital investments in manufacturing technology, facilities and capital equipment, research and development, and product and process technology. Our manufacturing and assembly activities have required and will continue to require significant investment of capital and substantial engineering expenditures. In addition, we expect to invest a significant amount of capital to develop solar power systems for sale to customers. Developing and constructing solar power projects requires significant time and substantial initial investment. The delayed disposition of such projects, or the inability to realize the full anticipated value of such projects on disposition, could have a negative impact on our liquidity. See under this section, "Risks Related to Our Operations—Project development or construction activities may not be successful and we may make significant investments without first obtaining project financing, which could increase our costs and impair our ability to recover our investments", "Risks Related to Our Sales Channels—Revenues from a limited number of customers and large projects are expected to continue to comprise a significant portion of our revenues and any decrease in revenues from those customers or projects, payment of liquidated damages, or an increase in related expenses, could have a material adverse effect on our business, results of operations and financial condition, and "Risks Related to Our Sales Channels—Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows."

Our capital expenditures and use of working capital may be greater than we anticipate if sales and associated receipt of cash proceeds are delayed, or if we decide to accelerate increases in our manufacturing capacity internally or through capital contributions to joint ventures. In addition, we could in the future make additional investments in certain of our joint ventures or could guarantee certain financial obligations of our joint ventures, which could reduce our cash flows, increase our indebtedness and expose us to the credit risk of our joint venture partners. In addition, if our financial results or operating plans deviate from our current assumptions, we may not have sufficient resources to support our business plan. See under this section, “Risks Related to Our Liquidity—We have a significant amount of debt outstanding. Our substantial indebtedness and other contractual commitments could adversely affect our business, financial condition and results of operations, as well as our ability to meet our payment obligations under our debentures and our other debt.”

Certain of our customers also require performance bonds issued by a bonding agency, or bank guarantees or letters of credit issued by financial institutions, which are returned to us upon satisfaction of contractual requirements. If there is a contractual dispute with the customer, the customer may withhold the security or make a draw under the security, which could have an adverse impact on our liquidity. Our uncollateralized letter of credit facility with Deutsche Bank, as of December 31, 2017, had an outstanding amount of \$30.1 million. Our bilateral letter of credit agreements with The Bank of Tokyo-Mitsubishi UFJ, Ltd. (“BTMU”), Credit Agricole Corporate and Investment Bank (“Credit Agricole”), and HSBC Bank USA, National Association, which as of December 31, 2017 had an outstanding amount of \$173.7 million, are guaranteed by Total S.A. pursuant to the Amended and Restated Revolving Credit Agreement between us and Total S.A. dated June 23, 2017 (the “Amended and Restated Credit Agreement”). Any draws under these uncollateralized facilities would require us to immediately reimburse the bank for the drawn amount. A default under the Credit Support Agreement or the guaranteed letter of credit facility, or the acceleration of our other indebtedness greater than \$25 million, could cause Total S.A. to declare all amounts due and payable to Total S.A. and direct the bank to cease issuing additional letters of credit on our behalf, which could have a material adverse effect on our operations.

In addition, the Amended and Restated Credit Support Agreement will mature on August 26, 2019 by its terms, and we may be unable to find adequate credit support in replacement, on acceptable terms or at all. In such case, our ability to obtain adequate amounts of debt financing, through our letter of credit facility or otherwise, may be harmed.

We manage our working capital requirements and fund our committed capital expenditures, including the development and construction of our planned solar power plants, through our current cash and cash equivalents, cash generated from operations, and funds available under our revolving credit facilities with (i) Credit Agricole and with (ii) Mizuho Bank Ltd. (“Mizuho”) and Goldman Sachs Bank USA (“Goldman Sachs”). As of December 31, 2017, \$300.0 million remained undrawn under our revolving credit facility with Credit Agricole. We have the ability to borrow up to \$95.0 million under this revolving credit facility pursuant to the Letter Agreement executed by us and Total S.A. on May 8, 2017 (see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 2. Transactions with Total and Total S.A.”). On May 4, 2016, the Company entered into a revolving credit facility (as amended to date, the “Construction Revolver”) with Mizuho, as administrative agent, and Goldman Sachs, under which the Company was able to borrow up to \$200 million. The Construction Revolver also included a \$100 million accordion feature. On October 27, 2017, the Company and Mizuho entered into an amendment to the Construction Revolver, which reduced the amount that the Company may borrow to \$50 million. As of December 31, 2017, we had \$46.8 million available under the Construction Revolver.

The lenders under our credit facilities and holders of our debentures may also require us to repay our indebtedness to them in the event that our obligations under other indebtedness or contracts in excess of the applicable threshold amount, are accelerated and we fail to discharge such obligations. If our capital resources are insufficient to satisfy our liquidity requirements, for example, due to cross acceleration of indebtedness, we may seek to sell additional equity securities or debt securities or obtain other debt financings. Market conditions, however, could limit our ability to raise capital by issuing new equity or debt securities on acceptable terms, and lenders may be unwilling to lend funds on acceptable terms. The sale of additional equity securities or convertible debt securities may result in additional dilution to our stockholders. Additional debt would result in increased expenses and could impose new restrictive covenants that may be different from those restrictions contained in the covenants under certain of our current debt agreements and debentures. Financing arrangements,

including project financing for our solar power plants and letters of credit facilities, may not be available to us, or may not be available in amounts or on terms acceptable to us. If additional financing is not available, we may be forced to seek to sell assets or reduce or delay capital investments, any of which could adversely affect our business, results of operations and financial condition.

If we cannot generate sufficient cash flows, find other sources of capital to fund our operations and solar power plant projects, make adequate capital investments to remain technologically and price competitive, or provide bonding or letters of credit required by our projects, we may need to sell additional equity securities or debt securities, or obtain other debt financings. If adequate funds from these or and other sources are not available on acceptable terms, our ability to fund our operations, develop and construct solar power plants, develop and expand our manufacturing operations and distribution network, maintain our research and development efforts, provide collateral for our projects, meet our debt service obligations, or otherwise respond to competitive pressures would be significantly impaired. Our inability to do any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.

We have a significant amount of debt outstanding. Our substantial indebtedness and other contractual commitments could adversely affect our business, financial condition, and results of operations, as well as our ability to meet our payment obligations under the debentures and our other debt.

We currently have a significant amount of debt and debt service requirements. As of December 31, 2017, we had approximately \$1.6 billion of outstanding debt for borrowed money.

This level of debt could have material consequences on our future operations, including:

- making it more difficult for us to meet our payment and other obligations under the debentures and our other outstanding debt;
- resulting in an event of default if we fail to comply with the financial and other restrictive covenants contained in our debt agreements (with certain covenants becoming more restrictive over time), which event of default could result in all or a significant portion of our debt becoming immediately due and payable;
- reducing the availability of our cash flows to fund working capital, capital expenditures, project development, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;
- subjecting us to the risk of increased sensitivity to interest rate increases on our indebtedness with variable interest rates, including borrowings under our credit agreement with Credit Agricole;
- limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy; and
- placing us at a competitive disadvantage compared with our competitors that have less debt or have lower leverage ratios.

In the event, expected or unexpected, that any of our joint ventures is consolidated with our financial statements, such consolidation could significantly increase our indebtedness.

Our ability to meet our payment and other obligations under our debt instruments depends on our ability to generate significant cash flows, which, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flows from operations, or that future borrowings will be available to us under our existing or any future credit facilities or otherwise, in an amount sufficient to enable us to meet our payment obligations under our debentures and our other debt and to fund other liquidity needs. If we are unable to generate sufficient cash flows to service our debt obligations, we may need to refinance or restructure our debt, including our debentures, sell assets, reduce or delay capital investments, or seek to raise additional capital. There can be no assurance that we will be successful in any sale of assets, refinancing, or restructuring effort. See also under this section, “Risks Related to Our Operations—We may in the future be required to consolidate the assets, liabilities, and financial results of certain of our existing or future joint ventures, which could have an adverse impact on our financial position, gross margin and operating results”, “Risks Related to Our Sales

Channels—Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows,” and “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 1. The Company and Summary of Significant Accounting Policies—Liquidity.”

Although we are currently in compliance with the covenants contained in our debt agreements, we cannot assure you that we will be able to remain in compliance with such covenants in the future. We may not be able to cure future violations or obtain waivers from our creditors in order to avoid a default. An event of default under any of our debt agreements could have a material adverse effect on our liquidity, financial condition, and results of operations.

Our current tax holidays in the Philippines and Malaysia will expire within the next several years, and other related international tax developments could adversely affect our results.

We benefit from income tax holiday incentives in the Philippines in accordance with our subsidiary’s registration with the Philippine Economic Zone Authority (“PEZA”), which provide that we pay no income tax in the Philippines for those operations subject to the ruling. Tax savings associated with the Philippines tax holidays were approximately \$5.6 million, \$10.0 million, and \$21.2 million in fiscal 2017, 2016, and 2015, respectively, which provided a diluted net income (loss) per share benefit of \$0.04, \$0.07, and \$0.16 in fiscal 2017, 2016, and 2015, respectively.

Our income tax holidays were granted as manufacturing lines were placed in service. We plan to apply for extensions and renewals upon expiration; however, while we expect all approvals to be granted, we can offer no assurance that they will be. We believe that if our Philippine tax holidays are not extended or renewed, (a) gross income attributable to activities covered by our PEZA registrations will be taxed at a 5% preferential rate, and (b) our Philippine net income attributable to all other activities will be taxed at the statutory Philippine corporate income tax rate, currently 30%. An increase in our tax liability could materially and adversely affect our business, financial condition and results of operations.

We had an auxiliary company ruling in Switzerland until 2016. In 2017, we continued to qualify for the auxiliary company status in Switzerland where we sell our solar power products. The auxiliary company status entitles us to a tax rate of 11.5% in Switzerland, reduced from approximately 24.2%. Tax savings associated with this ruling were approximately \$2.4 million, \$1.9 million, and \$1.6 million in fiscal 2017, 2016, and 2015, respectively, which provided a diluted net income (loss) per share benefit of \$0.02, \$0.01, and \$0.01 in fiscal 2017, 2016, and 2015, respectively.

We also benefit from a tax holiday granted by the Malaysian government, subject to certain hiring, capital spending, and manufacturing requirements. We have successfully negotiated with the Malaysian government to modify the requirements of the tax holiday; we are currently in compliance with the modified requirements of the tax holiday. We received approval from the Malaysian government of the extension of our tax holiday for a second five-year term (through June 30, 2021). Tax savings associated with the Malaysia tax holiday were approximately \$6.8 million and \$2.0 million in fiscal 2017 and 2016, respectively, which provided a diluted net income (loss) per share benefit of \$0.05 and \$0.01 in fiscal 2017 and 2016, respectively. Although we were granted the extension, should we fail to meet certain requirements in the future and are unable to renegotiate the tax ruling further, we could be retroactively and prospectively subject to statutory tax rates and repayment of certain incentives which could negatively impact our business.

More generally, with the finalization of specific actions contained within the Organization for Economic Development and Cooperation’s (“OECD”) Base Erosion and Profit Shifting (“BEPS”) study (“Actions”), many OECD countries have acknowledged their intent to implement the Actions and update their local tax regulations. Among the considerations required by the Actions is the need for appropriate local business operational substance to justify any locally granted tax incentives, such as those described above, and that the incentives are not determined to constitute “state aid” which would invalidate the incentive. If we fail to maintain sufficient operational substance or if the countries determine the incentive regimes do not conform with the BEPS regulations being considered for implementation, adverse material economic impacts may result.

A change in our effective tax rate could have a significant adverse impact on our business, and an adverse outcome resulting from examination of our income or other tax returns could adversely affect our results.

A number of factors may adversely affect our future effective tax rates, such as the jurisdictions in which our profits are determined to be earned and taxed; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; adjustments to our interpretation of transfer pricing standards; changes in available tax credits, grants and other incentives; changes in stock-based compensation expense; the availability of loss or credit carryforwards to offset taxable income; changes in tax laws or the interpretation of such tax laws (for example U.S. and international tax reform); changes in U.S. generally accepted accounting principles (U.S. GAAP); expiration or the inability to renew tax rulings or tax holiday incentives. A change in our effective tax rate due to any of these factors may adversely affect our future results from operations.

On December 22, 2017, the U.S. enacted significant changes to U.S. tax law following the passage and signing of H.R.1, “An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018” (previously known as “The Tax Cuts and Jobs Act” and, as enacted, the “Act”). The Act reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. The U.S. Department of Treasury has broad authority to issue regulations and interpretive guidance that may significantly impact how we will apply the law and impact our results of operations in the period issued. The Act requires complex computations not previously provided in U.S. tax law. As such, the application of accounting guidance for such items is currently uncertain. Further, compliance with the Act and the accounting for such provisions require accumulation of information not previously required or regularly produced. As a result, we have provided a provisional estimate on the effect of the Act in our financial statements. As additional regulatory guidance is issued by applicable taxing authorities, as accounting treatment is clarified, as we perform additional analysis on the application of the law, and as we refine estimates in calculating the effect, our final analysis, which will be recorded in the period completed, may be different from our provisional amounts. For more information, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 13. Income Taxes.”

Changes made to the Code by the Act — in particular, the reduction of the U.S. federal corporate tax rate from 35% to 21% — could affect the cost of capital provided by third-party investors for our projects. In particular, the reduction of the U.S. federal corporate tax rate from 35% to 21% decreases the value of depreciation to potential tax equity investors who may, as a result, require higher cash flow from solar project customers, and investors in SunPower solar energy projects may pay less for the project, in each case to compensate for the lower tax benefit value.

Significant judgment is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The accounting guidance for uncertainty in income taxes applies to all income tax positions, including the potential recovery of previously paid taxes, which if settled unfavorably could adversely affect our provision for income taxes. In addition, we are subject to examination of our income tax returns by various tax authorities. We regularly assess the likelihood of adverse outcomes resulting from any examination to determine the adequacy of our provision for income taxes. An adverse determination of an examination could have an adverse effect on our operating results and financial condition. See also “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 13. Income Taxes.”

Additionally, longstanding international tax norms that determine each country’s jurisdiction to tax cross-border international trade are evolving (for example, those relating to the Actions currently being undertaken by the OECD and similar actions by the G8 and G20) and U.S. tax reform may lead to further changes in (or departure from) these norms. As these and other tax laws and related regulations change, our financial results could be materially impacted. Given the unpredictability of these possible changes and their potential interdependency, it is very difficult to assess whether the overall effect of such potential tax changes would be cumulatively positive or negative for our earnings and cash flow, but such changes could adversely impact our financial results.

Our credit agreements contain covenant restrictions that may limit our ability to operate our business.

We may be unable to respond to changes in business and economic conditions, engage in transactions that might otherwise be beneficial to us, or obtain additional financing, because our debt agreements, our Credit Support Agreement with Total S.A., our Affiliation Agreement with Total, foreign exchange hedging agreements and equity derivative agreements contain, and any of our other future similar agreements may contain, covenant restrictions that limit our ability to, among other things:

- incur additional debt, assume obligations in connection with letters of credit, or issue guarantees;
- create liens;
- make certain investments or acquisitions;
- enter into transactions with our affiliates;
- sell certain assets;
- redeem capital stock or make other restricted payments;
- declare or pay dividends or make other distributions to stockholders; and
- merge or consolidate with any person.

Our ability to comply with these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. In addition, our failure to comply with these covenants could result in a default under our other debt instruments, which could permit the holders to accelerate such debt. If any of our debt is accelerated, we may not have sufficient funds available to repay such debt, which could materially and negatively affect our financial condition and results of operations.

Risks Related to Our Supply Chain

Our long-term, firm commitment supply agreements could result in excess or insufficient inventory, place us at a competitive disadvantage on pricing, or lead to disputes, each of which could impair our ability to meet our cost reduction roadmap, and in some circumstances may force us to take a significant accounting charge.

If our supply agreements provide insufficient inventory to meet customer demand, or if our suppliers are unable or unwilling to provide us with the contracted quantities, we may be forced to purchase additional supply at market prices, which could be greater than expected and could materially and adversely affect our results of operations. Due to the industry-wide shortage of polysilicon experienced before 2011, we purchased polysilicon that we resold to third-party ingot and wafer manufacturers who deliver wafers to us that we then use in the manufacturing of our solar cells. Without sufficient polysilicon, some of those ingot and wafer manufacturers would not have been able to produce the wafers on which we rely. We have historically entered into multiple long-term fixed supply agreements for periods of up to 10 years to match our estimated customer demand forecasts and growth strategy for the next several years. The long-term nature of these agreements, which often provide for fixed or inflation-adjusted pricing, may prevent us from benefiting from decreasing polysilicon costs, has, and may continue to, cause us to pay more at unfavorable payment terms than the current market prices and payment terms available to our competitors, and has in the past, and could again in the future, cause us to record an impairment. In the event that we have inventory in excess of short-term requirements of polysilicon, in order to reduce inventory or improve working capital, we may, and sometimes do, elect to sell such inventory in the marketplace at prices below our purchase price, thereby incurring a loss.

Additionally, because certain of these agreements are “take or pay,” if our demand for polysilicon from these suppliers were to decrease in the future, we could be required to purchase polysilicon that we do not need, resulting in either storage costs or payment for polysilicon we nevertheless choose not to accept from such suppliers. Further, we face significant, specific counterparty risk under long-term supply agreements when dealing with suppliers without a long, stable production and financial history. In the event any such supplier experiences financial difficulties or goes into bankruptcy, it could be difficult or impossible, or may require substantial time and expense, for us to recover any or all of our prepayments. Any of the foregoing could materially harm our financial condition and results of operations.

We will continue to be dependent on a limited number of third-party suppliers for certain raw materials and components for our products, which could prevent us from delivering our products to our customers within required timeframes and could in turn result in sales and installation delays, cancellations, penalty payments, and loss of market share.

We rely on a limited number of third-party suppliers for certain raw materials and components for our solar cells, panels and power systems, such as polysilicon, inverters and module material. If we fail to maintain our relationships with our suppliers or to build relationships with new suppliers, or if suppliers are unable to meet demand through industry consolidation, we may be unable to manufacture our products or our products may be available only at a higher cost or after a long delay.

To the extent the processes that our suppliers use to manufacture components are proprietary, we may be unable to obtain comparable components from alternative suppliers. In addition, the financial markets could limit our suppliers' ability to raise capital if required to expand their production or satisfy their operating capital requirements. As a result, they could be unable to supply necessary raw materials, inventory and capital equipment which we would require to support our planned sales operations to us, which would in turn negatively impact our sales volume, profitability, and cash flows. The failure of a supplier to supply raw materials or components in a timely manner, or to supply raw materials or components that meet our quality, quantity and cost requirements, could impair our ability to manufacture our products or could increase our cost of production. If we cannot obtain substitute materials or components on a timely basis or on acceptable terms, we could be prevented from delivering our products to our customers within required timeframes.

Any such delays could result in sales and installation delays, cancellations, penalty payments or loss of revenue and market share, any of which could have a material adverse effect on our business, results of operations, and financial condition.

We utilize construction loans, term loans, sale-leaseback, preferred equity, and other financing structures to fund acquisition, development, construction, and expansion of photovoltaic power plant projects in the future, and such funds may or may not continue to be available as required to further our plans. Furthermore, such project financing increases our consolidated debt and may be structurally senior to other debt such as our Credit Agricole revolving credit facility and outstanding convertible debentures.

Certain of our subsidiaries and other affiliates are separate and distinct legal entities and, except in limited circumstances, have no obligation to pay any amounts due with respect to our indebtedness or indebtedness of other subsidiaries or affiliates, and do not guarantee the payment of interest on or principal of such indebtedness. Such subsidiaries may borrow funds to finance particular projects. In the event of a default under a project financing which we do not cure, the lenders or lessors generally have rights to the power plant project and related assets. In the event of foreclosure after a default, we may not be able to retain any interest in the power plant project or other collateral supporting such financing. In addition, any such default or foreclosure may trigger cross default provisions in our other financing agreements, including our corporate debt obligations, which could materially and adversely affect our results of operations. In the event of our bankruptcy, liquidation or reorganization (or the bankruptcy, liquidation or reorganization of a subsidiary or affiliate), such subsidiaries' or other affiliates' creditors, including trade creditors and holders of debt issued by such subsidiaries or affiliates, will generally be entitled to payment of their claims from the assets of those subsidiaries or affiliates before any assets are made available for distribution to us or the holders of our indebtedness. As a result, holders of our corporate indebtedness will be effectively subordinated to all present and future debts and other liabilities (including trade payables) of certain of our subsidiaries. As of December 31, 2017, our subsidiaries had approximately \$412.3 million in subsidiary project financing, which is effectively senior to our corporate debt, such as our Credit Agricole revolving credit facility, our 4.00% debentures due 2023, our 0.875% debentures due 2021, and our 0.75% debentures due 2018.

Risks Related to Our Operations

We have significant international activities and customers, and plan to continue these efforts, which subject us to additional business risks, including logistical complexity and political instability.

A substantial portion of our sales are made to customers outside of the United States, and a substantial portion of our supply agreements are with supply and equipment vendors located outside of the United States. We have solar cell and module production lines located at our manufacturing facilities in the Philippines, Mexico, France, and Malaysia.

Risks we face in conducting business internationally include:

- multiple, conflicting and changing laws and regulations, export and import restrictions, employment laws, environmental protection, regulatory requirements, international trade agreements, and other government approvals, permits and licenses;
- difficulties and costs in staffing and managing foreign operations as well as cultural differences;
- potentially adverse tax consequences associated with current, future or deemed permanent establishment of operations in multiple countries;
- relatively uncertain legal systems, including potentially limited protection for intellectual property rights, and laws, changes in the governmental incentives we rely on, regulations and policies which impose additional restrictions on the ability of foreign companies to conduct business in certain countries or otherwise place them at a competitive disadvantage in relation to domestic companies;
- one-time transition tax by the U.S. on earnings of certain foreign subsidiaries that were previously tax deferred;
- inadequate local infrastructure and developing telecommunications infrastructures;
- financial risks, such as longer sales and payment cycles and greater difficulty collecting accounts receivable;
- currency fluctuations, government-fixed foreign exchange rates, the effects of currency hedging activity, and the potential inability to hedge currency fluctuations;
- political and economic instability, including wars, acts of terrorism, political unrest, boycotts, curtailments of trade and other business restrictions;
- trade barriers such as export requirements, tariffs, taxes and other restrictions and expenses, which could increase the prices of our products and make us less competitive in some countries; and
- liabilities associated with compliance with laws (for example, the Foreign Corrupt Practices Act in the U.S. and similar laws outside of the U.S.).

We have a complex organizational structure involving many entities globally. This increases the potential impact of adverse changes in laws, rules and regulations affecting the free flow of goods and personnel, and therefore heightens some of the risks noted above. Further, this structure requires us to effectively manage our international inventory and warehouses. If we fail to do so, our shipping movements may not map with product demand and flow. Unsettled intercompany balances between entities could result, if changes in law, regulations or related interpretations occur, in adverse tax or other consequences affecting our capital structure, intercompany interest rates and legal structure. If we are unable to successfully manage any such risks, any one or more could materially and negatively affect our business, financial condition and results of operations.

If we experience interruptions in the operation of our solar cell production lines, our revenue and results of operations may be materially and adversely affected.

If our solar cell or module production lines suffer problems that cause downtime, we might be unable to meet our production targets, which would adversely affect our business. Our manufacturing activities require significant management attention, a significant capital investment and substantial engineering expenditures.

The success of our manufacturing operations is subject to significant risks including:

- cost overruns, delays, supply shortages, equipment problems and other operating difficulties;
- custom-built equipment may take longer or cost more to engineer than planned and may never operate as designed;
- incorporating first-time equipment designs and technology improvements, which we expect to lower unit capital and operating costs, but which may not be successful;
- our ability to obtain or maintain third-party financing to fund capital requirements;
- difficulties in maintaining or improving our historical yields and manufacturing efficiencies;

- difficulties in protecting our intellectual property and obtaining rights to intellectual property developed by our manufacturing partners;
- difficulties in hiring and retaining key technical, management, and other personnel;
- potential inability to obtain, or obtain in a timely manner, financing, or approvals from governmental authorities for operations; and
- tariffs imposed on imported solar cells and modules which may cause market volatility, price fluctuations, supply shortages, and project delays.

Any of these or similar difficulties may unexpectedly delay or increase costs of our supply of solar cells.

If we do not achieve satisfactory yields or quality in manufacturing our solar products, our sales could decrease and our relationships with our customers and our reputation may be harmed.

The manufacture of solar cells is a highly complex process. Minor deviations in the manufacturing process can cause substantial decreases in yield and in some cases, cause production to be suspended or yield no output. We have from time to time experienced lower than anticipated manufacturing yields. As we expand our manufacturing capacity and qualify additional suppliers, we may initially experience lower yields. If we do not achieve planned yields, our product costs could increase, and product availability would decrease resulting in lower revenues than expected. In addition, in the process of transforming polysilicon into ingots, a significant portion of the polysilicon is removed in the process. In circumstances where we provide the polysilicon, if our suppliers do not have very strong controls in place to ensure maximum recovery and utilization, our economic yield can be less than anticipated, which would increase the cost of raw materials to us.

Additionally, products as complex as ours may contain undetected errors or defects, especially when first introduced. For example, our solar cells or solar panels may contain defects that are not detected until after they are shipped or are installed because we cannot test for all possible scenarios. These defects could cause us to incur significant warranty, non-warranty, and re-engineering costs, divert the attention of our engineering personnel from product development efforts, and significantly affect our customer relations and business reputation. If we deliver solar products with errors or defects, including cells or panels of third-party manufacturers, or if there is a perception that such solar products contain errors or defects, our credibility and the market acceptance and sales of our products could be harmed. In addition, some of our arrangements with customers include termination or put rights for non-performance. In certain limited cases, we could incur liquidated damages or even be required to buy back a customer's system at fair value on specified future dates if certain minimum performance thresholds are not met.

A change in our 1603 Treasury cash grant proceeds or solar investment tax credits could adversely affect our business, revenues, margins, results of operations and cash flows.

We have incorporated into our financial planning and agreements with our customers certain assumptions regarding the future level of U.S. tax incentives, including the ITC, which is administered by the U.S. Treasury Department ("Treasury"). The ITC allows qualified applicants to claim an amount equal to 30% of the eligible cost basis for qualifying solar energy property. Treasury also made payments under the Cash Grant program in lieu of the ITC for projects which commenced construction prior to December 31, 2011 and completed construction by December 31, 2016. We hold projects and have sold projects to certain customers based on certain underlying assumptions regarding the ITC and Cash Grant, including for CVSR and Solar Star. We have also accounted for certain projects and programs in our business using the same assumptions.

Owners of our qualifying projects and our residential lease program have applied or will apply for the ITC, and have applied for the Cash Grant. We have structured the tax incentive applications, both in timing and amount, to be in accordance with the guidance provided by Treasury and Internal Revenue Service ("IRS"). Any changes to the Treasury or IRS guidance which we relied upon in structuring our projects, failure to comply with the requirements, including the safe harbor protocols, lower levels of incentives granted, or changes in assumptions including the estimated residual values and the estimated fair market value of financed and installed systems for the purposes of Cash Grant and ITC applications, could materially and adversely affect our business and results of operations. While all grants related to our projects have been fully paid by Treasury, if the IRS or Treasury disagrees, as a result of any future review or audit, with the fair market value of, or other assumptions concerning, our solar projects or systems that we have constructed or that we construct in the future, including

the systems for which tax incentives have already been paid, it could have a material adverse effect on our business and financial condition. We also have obligations to indemnify certain of our customers for the loss of tax incentives to such customers. We may have to recognize impairments or lower margins than initially anticipated for certain of our projects or our residential lease program. Additionally, if the amount or timing of the Cash Grant or ITC payments received varies from what we have projected, our revenues, margins and cash flows could be adversely affected and we may have to recognize losses, which would have a material adverse effect on our business, results of operations and financial condition.

There are continuing developments in the interpretation and application of how companies should calculate their eligibility and level of Cash Grant and ITC incentives. There have been recent cases in the U.S. district courts that challenge the criteria for a true lease, which could impact whether the structure of our residential lease program qualifies under the Cash Grant and ITC. Additionally, the Office of the Inspector General of the Treasury has issued subpoenas to a number of significant participants in the rooftop solar energy installation industry. The Inspector General is working with the Civil Division of the U.S. Department of Justice to investigate the administration and implementation of the Cash Grant program, including potential misrepresentations concerning the fair market value of certain solar power systems submitted for Cash Grant. While we have not received a subpoena, we could be asked to participate in the information gathering process. The results of the current investigation could affect the underlying assumption used by the solar industry, including us, in our Cash Grant and ITC applications, which could reduce eligibility and level of incentives and could adversely affect our results of operations and cash flows. If the IRS redetermines the amount of the cash grant awards, investors may be required to make corresponding adjustments to their taxable income or other changes. Such adjustments may provide us with an indication of IRS practice regarding the valuation of residential leased solar assets, and we would consider such adjustments in our accounting for our indemnification obligations to investors who receive cash grants and investment tax credits.

We obtain certain of our capital equipment used in our manufacturing process from sole suppliers and if this equipment is damaged or otherwise unavailable, our ability to deliver products on time will suffer, which in turn could result in order cancellations and loss of revenue.

Some of the capital equipment used in the manufacture of our solar power products has been developed and made specifically for us, is not readily available from multiple vendors and would be difficult to repair or replace if it were to become damaged or stop working. If any of these suppliers were to experience financial difficulties or go out of business, or if there were any damage to or a breakdown of our manufacturing equipment, our business would suffer. In addition, a supplier's failure to supply this equipment in a timely manner, with adequate quality and on terms acceptable to us, could delay our future capacity expansion or manufacturing process improvements and otherwise disrupt our production schedule or increase our costs of production.

If we cannot offer residential lease customers an attractive value proposition due to an inability to continue to monetize tax benefits in connection with our residential lease arrangements, an inability to obtain financing for our residential lease program, challenges implementing our third-party ownership model in new jurisdictions, declining costs of retail electricity, or other reasons, we may be unable to continue to increase the size of our residential lease program, which could have a material, adverse effect on our business, results of operations, and financial condition.

Our residential lease program has been eligible for the ITC and Cash Grant. We have relied on, and expect to continue to rely on, financing structures that monetize a substantial portion of those benefits. If we were unable to continue to monetize the tax benefits in our financing structures or such tax benefits were reduced or eliminated, we might be unable to provide financing or pricing that is attractive to our customers. Under current law, the ITC will be reduced from approximately 30% of the cost of the solar system to approximately 26% for solar systems placed into service after December 31, 2019, and then further reduced to approximately 22% for solar systems placed into service after December 31, 2020, before being reduced permanently to 10% for commercial projects and 0% for residential projects. In addition, Cash Grants are no longer available for new solar systems.

Changes in existing law and interpretations by the IRS, Treasury, and the courts could reduce the willingness of financing partners to invest in funds associated with our residential lease program. Additionally, benefits under the Cash Grant and ITC programs are tied, in part, to the fair market value of our systems, as ultimately determined by the federal agency administering the benefit program. This means that, in connection

with implementing financing structures that monetize such benefits, we need to, among other things, assess the fair market value of our systems in order to arrive at an estimate of the amount of tax benefit expected to be derived from the benefit programs. We incorporate third-party valuation reports that we believe to be reliable into our methodology for assessing the fair market value of our systems, but these reports or other elements of our methodology may cause our fair market value estimates to differ from those ultimately determined by the federal agency administering the applicable benefit program. If the amount or timing of Cash Grant payments or ITC received in connection with our residential lease program varies from what we have projected, due to discrepancies in our fair value assessments or otherwise, our revenues, cash flows, and margins could be adversely affected.

Additionally, if any of our financing partners that currently provide financing for our solar systems decide not to continue to provide financing due to general market conditions, changes in tax benefits associated with our solar systems, concerns about our business or prospects, or any other reason, or if they materially change the terms under which they are willing to provide future financing, we will need to identify new financing partners and negotiate new financing terms.

See also under this section, “Risks Related to Our Supply Chain—A change in our 1603 Treasury cash grant proceeds or solar investment tax credit could adversely affect our business, revenues, margins, results of operations and cash flows.”

We have to continuously build and improve infrastructure to support our residential lease program, and any failure or delay in implementing the necessary processes and infrastructure could adversely affect our financial results. We establish credit approval limits based on the credit quality of our customers. We may be unable to collect rent payments from our residential lease customers in the event they enter into bankruptcy or otherwise fail to make payments when due. If we experience higher customer default rates than we currently experience or if we lower credit rating requirements for new customers, it could be more difficult or costly to attract future financing. See also under this section, “Risks Related to Our Sales Channels—The execution of our growth strategy is dependent upon the continued availability of third-party financing arrangements for our solar power plants, our residential lease program, and our customers, and is affected by general economic conditions.”

We make certain assumptions in accounting for our residential lease program, including, among others, assumptions in accounting for our residual value of the leased systems. As our residential lease program grows, if the residual value of leased systems does not materialize as assumed, it will adversely affect our results of operations. At the end of the term of the lease, our customers have the option to extend the lease and certain of those customers may either purchase the leased systems at fair market value or return them to us. Should there be a large number of returns, we may incur de-installation costs in excess of amounts reserved.

We believe that, as with our other customers, retail electricity prices factor significantly into the value proposition of our products for our residential lease customers. If prices for retail electricity or electricity from other renewable sources decrease, our ability to offer competitive pricing in our residential lease program could be jeopardized because such decreases would make the purchase of our solar systems or the purchase of energy under our lease agreements and PPAs less economically attractive.

Our leases are third-party ownership arrangements. Sales of electricity by third parties face regulatory challenges in some states and jurisdictions. Other challenges pertain to whether third-party owned systems qualify for the same levels of rebates or other non-tax incentives available for customer-owned solar energy systems. Reductions in, or eliminations of, this treatment of these third-party arrangements could reduce demand for our residential lease program. As we look to extend the third-party ownership model outside of the United States, we will be faced with the same risks and uncertainties we have in the United States. Our growth outside of the United States could depend on our ability to expand the third-party ownership model, and our failure to successfully implement a third-party ownership model globally could adversely affect our financial results.

Project development or construction activities may not be successful, and we may make significant investments without first obtaining project financing, which could increase our costs and impair our ability to recover our investments.

The development and construction of solar power electric generation facilities and other energy infrastructure projects involve numerous risks. We may be required to spend significant sums for preliminary engineering, permitting, legal, and other expenses before we can determine whether a project is feasible,

economically attractive or capable of being built. In addition, we will often choose to bear the costs of such efforts prior to obtaining project financing, prior to getting final regulatory approval, and prior to our final sale to a customer, if any.

Successful completion of a particular project may be adversely affected by numerous factors, including:

- failures or delays in obtaining desired or necessary land rights, including ownership, leases and/or easements;
- failures or delays in obtaining necessary permits, licenses or other governmental support or approvals, or in overcoming objections from members of the public or adjoining land owners;
- uncertainties relating to land costs for projects;
- unforeseen engineering problems;
- access to available transmission for electricity generated by our solar power plants;
- construction delays and contractor performance shortfalls;
- work stoppages or labor disruptions and compliance with labor regulations;
- cost over-runs;
- availability of products and components from suppliers;
- adverse weather conditions;
- environmental, archaeological and geological conditions; and
- availability of construction and permanent financing.

If we are unable to complete the development of a solar power plant, or fail to meet one or more agreed target construction milestone dates, we may be subject to liquidated damages and/or penalties under the EPC agreement or other agreements relating to the power plant, and we typically will not be able to recover our investment in the project. We expect to invest a significant amount of capital to develop projects initially owned by us or ultimately owned by third parties. If we are unable to complete the development of a solar power project, we may write-down or write-off some or all of these capitalized investments, which would have an adverse impact on our net income in the period in which the loss is recognized.

We act as the general contractor for many of our customers in connection with the installations of our solar power systems and are subject to risks associated with construction, cost overruns, delays and other contingencies tied to performance bonds and letters of credit, or other required credit and liquidity support guarantees, any of which could have a material adverse effect on our business and results of operations.

We act as the general contractor for many of our customers in connection with the installation of our solar power systems. Some customers require performance bonds issued by a bonding agency or letters of credit issued by financial institutions, or may require other forms of liquidity support. Due to the general performance risk inherent in construction activities, it has become increasingly difficult to attain suitable bonding agencies willing to provide performance bonding. Obtaining letters of credit may require collateral. In the event we are unable to obtain bonding, sufficient letters of credit, or other liquidity support, we will be unable to bid on, or enter into, sales contracts requiring such bonding.

Almost all of our EPC contracts are fixed price contracts. We attempt to estimate all essential costs at the time of entering into the EPC contract for a particular project, and these are reflected in the overall price that we charge our customers for the project. These cost estimates are preliminary and may or may not be covered by contracts between us or the subcontractors, suppliers, and any other parties that may become necessary to complete the project. In addition, we require qualified, licensed subcontractors to install most of our systems. Thus, if the cost of materials or skilled labor were to rise dramatically, or if financing costs were to increase, our operating results could be adversely affected.

In addition, the contracts with some of our larger customers obligate us to pay substantial penalty payments for each day or other period beyond an agreed target date that a solar installation for any such customer is not completed, up to and including the return of the entire project sale price. This is particularly true in Europe, where long-term, fixed feed-in tariffs available to investors are typically set during a prescribed period of project

completion, but the fixed amount declines over time for projects completed in subsequent periods. We face material financial penalties in the event we fail to meet the completion deadlines, including but not limited to a full refund of the contract price paid by the customers. In certain cases we do not control all of the events which could give rise to these penalties, such as reliance on the local utility to timely complete electrical substation construction.

Furthermore, investors often require that the solar power system generate specified levels of electricity in order to maintain their investment returns, allocating substantial risk and financial penalties to us if those levels are not achieved, up to and including the return of the entire project sale price. Also, our customers often require protections in the form of conditional payments, payment retentions or holdbacks, and similar arrangements that condition its future payments on performance. Delays in solar panel or other supply shipments, other construction delays, unexpected performance problems in electricity generation or other events could cause us to fail to meet these performance criteria, resulting in unanticipated and severe revenue and earnings losses and financial penalties. Construction delays are often caused by inclement weather, failure to timely receive necessary approvals and permits, or delays in obtaining necessary solar panels, inverters or other materials. Additionally, we sometimes purchase land in connection with project development and assume the risk of project completion. All such risks could have a material adverse effect on our business and results of operations.

Acquisitions of other companies, project development pipelines and other assets, or investments in joint ventures with other companies could materially and adversely affect our financial condition and results of operations, and dilute our stockholders' equity.

To expand our business and maintain our competitive position, we have acquired a number of other companies and entered into several joint ventures over the past several years, including our 8point3 joint venture with First Solar, our acquisitions of Cogenra Solar, Inc. and Solaire Generation, Inc. in fiscal 2015, our acquisition of 100% of the equity voting interest in our former joint venture AUO SunPower Sdn. Bhd. in fiscal 2016, and our entry into a manufacturing joint venture in China in 2017. In the future, we may acquire additional companies, project pipelines, products, or technologies or enter into additional joint ventures or other strategic initiatives.

Acquisitions and joint ventures involve a number of risks that could harm our business and result in the acquired business or joint venture not performing as expected, including:

- insufficient experience with technologies and markets in which the acquired business or joint venture is involved, which may be necessary to successfully operate and/or integrate the business or the joint venture;
- problems integrating the acquired operations, personnel, IT infrastructure, technologies or products with the existing business and products;
- diversion of management time and attention from the core business to the acquired business or joint venture;
- potential failure to retain or hire key technical, management, sales and other personnel of the acquired business or joint venture;
- difficulties in retaining or building relationships with suppliers and customers of the acquired business or joint venture, particularly where such customers or suppliers compete with us;
- potential failure of the due diligence processes to identify significant issues with product quality and development or legal and financial liabilities, among other things;
- potential inability to obtain, or obtain in a timely manner, approvals from governmental authorities or work councils, which could delay or prevent acquisitions, delay our ability to achieve synergies, or adversely impact our successful operation of acquired companies or joint ventures;
- potential necessity to re-apply for permits of acquired projects;
- problems managing joint ventures with our partners, meeting capital requirements for expansion, potential litigation with joint venture partners and reliance upon joint ventures which we do not control; for example, our ability to effectively manage 8point3 with First Solar;
- differences in philosophy, strategy, or goals with our joint venture partners;

- subsequent impairment of the acquired assets, including intangible assets; and
- assumption of liabilities including, but not limited to, lawsuits, tax examinations, warranty issues, environmental matters, and liabilities associated with compliance with laws (for example, the FCPA).

The success of 8point3 Energy Group is subject to additional risks described in this section under “Risks Related to Our Sales Channels—We may fail to realize the expected benefits of our YieldCo strategy, including our current plan to divest our interest in 8point3 Energy Partners, which could materially adversely affect our business, financial condition, and results of operations.”

Additionally, we may decide that it is in our best interests to enter into acquisitions or joint ventures that are dilutive to earnings per share or that negatively impact margins as a whole. In an effort to reduce our cost of goods sold, we have and may continue to enter into acquisitions or joint ventures involving suppliers or manufacturing partners, which would expose us to additional supply chain risks. Acquisitions or joint ventures could also require investment of significant financial resources and require us to obtain additional equity financing, which may dilute our stockholders’ equity, or require us to incur additional indebtedness. Such equity or debt financing may not be available on terms acceptable to us. In addition, we could in the future make additional investments in our joint ventures or guarantee certain financial obligations of our joint ventures, which could reduce our cash flows, increase our indebtedness and expose us to the credit risk of our joint ventures.

To the extent that we invest in upstream suppliers or downstream channel capabilities, we may experience competition or channel conflict with certain of our existing and potential suppliers and customers. Specifically, existing and potential suppliers and customers may perceive that we are competing directly with them by virtue of such investments and may decide to reduce or eliminate their supply volume to us or order volume from us. In particular, any supply reductions from our polysilicon, ingot or wafer suppliers could materially reduce manufacturing volume.

Acquisitions could also result in dilutive issuances of equity securities, the use of our available cash, or the incurrence of debt, which could harm our operating results.

We could be adversely affected by any violations of the FCPA and foreign anti-bribery laws.

The FCPA generally prohibits companies and their intermediaries from making improper payments to non-U.S. government officials for the purpose of obtaining or retaining business. Other countries in which we operate also have anti-bribery laws, some of which prohibit improper payments to government and non-government persons and entities. Our policies mandate compliance with these anti-bribery laws. We continue to acquire businesses outside of the United States and operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. In addition, due to the level of regulation in our industry, our entry into new jurisdictions through internal growth or acquisitions requires substantial government contact where norms can differ from U.S. standards. While we implement policies and procedures and conduct training designed to facilitate compliance with these anti-bribery laws, thereby mitigating the risk of violations of such laws, our employees, subcontractors and agents may take actions in violation of our policies and anti-bribery laws. Any such violation, even if prohibited by our policies, could subject us to criminal or civil penalties or other sanctions, which could have a material adverse effect on our business, financial condition, cash flows, and reputation.

Fluctuations in the demand for our products may cause impairment of our project assets and other long-lived assets or cause us to write off equipment or inventory, and each of these events would adversely affect our financial results.

We have tangible project assets on our Consolidated Balance Sheets related to capitalized costs incurred in connection with the development of solar power systems. Project assets consist primarily of capitalized costs relating to solar power system projects in various stages of development that we incur prior to the sale of the solar power system to a third party. These costs include costs for land and costs for developing and constructing a solar power system. These project assets could become impaired if there are changes in the fair value of these capitalized costs. If these project assets become impaired, we may write-off some or all of the capitalized project assets, which would have an adverse impact on our financial results in the period in which the loss is recognized.

In addition, if the demand for our solar products decreases, our manufacturing capacity could be underutilized, and we may be required to record an impairment of our long-lived assets, including facilities and

equipment, which would increase our expenses. In improving our manufacturing processes consistent with our cost reduction roadmap, we could write off equipment that is removed from the manufacturing process. In addition, if product demand decreases or we fail to forecast demand accurately, we could be required to write off inventory or record excess capacity charges, which would have a negative impact on our gross margin. Factory-planning decisions may shorten the useful lives of long-lived assets, including facilities and equipment, and cause us to accelerate depreciation. Each of the above events would adversely affect our future financial results.

Our success depends on the continuing contributions of our key personnel.

We rely heavily on the services of our key executive officers and the loss of services of any principal member of our management team could adversely affect our operations. We have experienced significant turnover in our management team in the recent past, and we are investing significant resources in developing new members of management as we complete our restructuring and strategic transformation. We also anticipate that over time we will need to hire a number of highly skilled technical, manufacturing, sales, marketing, administrative, and accounting personnel. In recent years, we have conducted several restructurings, which may negatively affect our ability to execute our strategy and business model. The competition for qualified personnel is intense in our industry. We may not be successful in attracting and retaining sufficient numbers of qualified personnel to support our anticipated growth. We cannot guarantee that any employee will remain employed with us for any definite period of time since all of our employees, including our key executive officers, serve at-will and may terminate their employment at any time for any reason.

We may not be able to expand our business or manage our future growth effectively.

We may not be able to expand our business or manage future growth. We plan to continue to improve our manufacturing processes and build additional manufacturing production over the next five years, which will require successful execution of:

- expanding our existing manufacturing facilities and developing new manufacturing facilities, which would increase our fixed costs and, if such facilities are underutilized, would negatively impact our results of operations;
- ensuring delivery of adequate polysilicon, ingots, and third-party cells;
- enhancing our customer resource management and manufacturing management systems;
- implementing and improving additional and existing administrative, financial and operations systems, procedures and controls, including the need to centralize, update and integrate our global financial internal control;
- hiring additional employees;
- expanding and upgrading our technological capabilities;
- managing multiple relationships with our customers, suppliers and other third parties;
- maintaining adequate liquidity and financial resources; and
- continuing to increase our revenues from operations.

Improving our manufacturing processes, expanding our manufacturing facilities or developing new facilities may be delayed by difficulties such as unavailability of equipment or supplies or equipment malfunction. Ensuring delivery of adequate polysilicon, ingots, and third-party cells is subject to many market risks including scarcity, significant price fluctuations and competition. Maintaining adequate liquidity is dependent upon a variety of factors including continued revenues from operations, working capital improvements, and compliance with our indentures and credit agreements. If we are unsuccessful in any of these areas, we may not be able to achieve our growth strategy and increase production capacity as planned during the foreseeable future. In addition, we need to manage our organizational growth, including rationalizing reporting structures, support teams, and enabling efficient decision making. For example, the administration of the residential lease program requires processes and systems to support this business model. If we are not successful or if we delay our continuing implementation of such systems and processes, we may adversely affect the anticipated volumes in our residential lease business. If we are unable to manage our growth effectively, we may not be able to take

advantage of market opportunities, develop new solar cells and other products, satisfy customer requirements, execute our business plan, or respond to competitive pressures.

Fluctuations in foreign currency exchange rates and interest rates could adversely affect our business and results of operations.

We have significant sales globally, and we are exposed to movements in foreign exchange rates, primarily related to sales to European customers that are denominated in Euros. A depreciation of the Euro would adversely affect our margins on sales to European customers. When foreign currencies appreciate against the U.S. dollar, inventories and expenses denominated in foreign currencies become more expensive. An increase in the value of the U.S. dollar relative to foreign currencies could make our solar power products more expensive for international customers, thus potentially leading to a reduction in demand, our sales and profitability. As a result, substantial unfavorable changes in foreign currency exchange rates could have a substantial adverse effect on our financial condition and results of operations. Although we seek to reduce our currency exposure by engaging in hedging transactions where we deem it appropriate, we do not know whether our efforts will be successful. Because we hedge some of our expected future foreign exchange exposure, if associated revenues do not materialize, we could experience losses. In the past, we have experienced an adverse impact on our revenue, gross margin, cash position and profitability as a result of foreign currency fluctuations. In addition, any break-up of the Eurozone would disrupt our sales and supply chain, expose us to financial counterparty risk, and materially and adversely affect our results of operations and financial condition.

We are exposed to interest rate risk because many of our customers depend on debt financing to purchase our solar power systems. An increase in interest rates could make it difficult for our customers to obtain the financing necessary to purchase our solar power systems on favorable terms, or at all, and thus lower demand for our solar power products, reduce revenue and adversely affect our operating results. An increase in interest rates could lower a customer's return on investment in a system or make alternative investments more attractive relative to solar power systems, which, in each case, could cause our customers to seek alternative investments that promise higher returns or demand higher returns from our solar power systems, which could reduce our revenue and gross margin and adversely affect our operating results. Our interest expense would increase to the extent interest rates rise in connection with our variable interest rate borrowings. Conversely, lower interest rates have an adverse impact on our interest income. See also "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" and under this section "Risks Related to Our Sales Channels—The execution of our growth strategy is dependent upon the continued availability of third-party financing arrangements for our solar power plants, our residential lease program and our customers, and is affected by general economic conditions."

We depend on third-party contract manufacturers to assemble a portion of our solar cells into solar panels and any failure to obtain sufficient assembly and test capacity could significantly delay our ability to ship our solar panels and damage our customer relationships.

We outsource a portion of module manufacturing to contract manufacturers in China. As a result of outsourcing this final step in our production, we face several significant risks, including limited control over assembly and testing capacity, delivery schedules, quality assurance, manufacturing yields, production costs and tariffs. If the operations of our third-party contract manufacturers were disrupted or their financial stability impaired, or if they were unable or unwilling to devote capacity to our solar panels in a timely manner, our business could suffer as we might be unable to produce finished solar panels on a timely basis. We also risk customer delays resulting from an inability to move module production to an alternate provider or to complete production internationally, and it may not be possible to obtain sufficient capacity or comparable production costs at another facility in a timely manner. In addition, migrating our design methodology to third-party contract manufacturers or to a captive panel assembly facility could involve increased costs, resources and development time, and utilizing additional third-party contract manufacturers could expose us to further risk of losing control over our intellectual property and the quality of our solar panels. Any reduction in the supply of solar panels could impair our revenue by significantly delaying our ability to ship products and potentially damage our relationships with new and existing customers, any of which could have a material and adverse effect on our financial condition and results of operation.

While we believe we currently have effective internal control over financial reporting, we may identify a material weakness in our internal control over financial reporting that could cause investors to lose confidence in the reliability of our financial statements and result in a decrease in the value of our common stock.

Our management is responsible for maintaining internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. GAAP. Management concluded that as of the end of each of fiscal 2017, 2016, and 2015, our internal control over financial reporting and our disclosure controls and procedures were effective.

We need to continuously maintain our internal control processes and systems and adapt them as our business grows and changes. This process is expensive, time-consuming, and requires significant management attention. We cannot be certain that our internal control measures will continue to provide adequate control over our financial processes and reporting and ensure compliance with Section 404 of the Sarbanes-Oxley Act. Furthermore, as we grow our business or acquire other businesses, our internal controls may become more complex and we may require significantly more resources to ensure they remain effective. Failure to implement required new or improved controls, or difficulties encountered in their implementation, either in our existing business or in businesses that we may acquire, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our independent registered public accounting firm identify material weaknesses in our internal controls, the disclosure of that fact, even if quickly remedied, may cause investors to lose confidence in our financial statements and the trading price of our common stock may decline.

Remediation of a material weakness could require us to incur significant expense and if we fail to remedy any material weakness, our financial statements may be inaccurate, our ability to report our financial results on a timely and accurate basis may be adversely affected, our access to the capital markets may be restricted, the trading price of our common stock may decline, and we may be subject to sanctions or investigation by regulatory authorities, including the Securities and Exchange Commission (“SEC”) or The NASDAQ Global Select Market. We may also be required to restate our financial statements from prior periods.

We may in the future be required to consolidate the assets, liabilities and financial results of certain of our existing or future joint ventures, which could have an adverse impact on our financial position, gross margin, and operating results.

The Financial Accounting Standards Board has issued accounting guidance regarding variable interest entities (“VIEs”) that affects our accounting treatment of our existing and future joint ventures. We have variable interests in 8point3 Energy Partners, our joint venture with First Solar. To ascertain whether we are required to consolidate this entity, we determine whether it is a VIE and if we are the primary beneficiary in accordance with the accounting guidance. Factors we consider in determining whether we are the VIE’s primary beneficiary include the decision making authority of each partner, which partner manages the day-to-day operations of the joint venture and each partner’s obligation to absorb losses or right to receive benefits from the joint venture in relation to that of the other partner. Changes in the financial accounting guidance, or changes in circumstances at each of these joint ventures, could lead us to determine that we have to consolidate the assets, liabilities and financial results of such joint ventures. The consolidation of 8point3 Energy Partners would significantly increase our indebtedness. Consolidation of our VIEs could have a material adverse impact on our financial position, gross margin and operating results. In addition, we may enter into future joint ventures or make other equity investments, which could have an adverse impact on us because of the financial accounting guidance regarding VIEs.

Our agreements with Cypress Semiconductor Corporation (“Cypress”) require us to indemnify Cypress for certain tax liabilities. These indemnification obligations and related contractual restrictions may limit our ability to pursue certain business initiatives.

On October 6, 2005, while a subsidiary of Cypress, our former parent company, we entered into a tax sharing agreement with Cypress providing for each party’s obligations concerning various tax liabilities. The tax sharing agreement is structured such that Cypress would pay all federal, state, local and foreign taxes that are calculated on a consolidated or combined basis while we were a member of Cypress’s consolidated or combined group for federal, state, local and foreign tax purposes. Our portion of tax liabilities or benefits was determined based upon our separate return tax liability as defined under the tax sharing agreement. These tax liabilities or

benefits were based on a pro forma calculation as if we were filing a separate income tax return in each jurisdiction, rather than on a combined or consolidated basis, subject to adjustments as set forth in the tax sharing agreement.

On June 6, 2006, we ceased to be a member of Cypress's consolidated group for federal income tax purposes and certain state income tax purposes. On September 29, 2008, we ceased to be a member of Cypress's combined group for all state income tax purposes. To the extent that we become entitled to utilize our separate portion of any tax credit or loss carryforwards existing as of such date, we will distribute to Cypress the tax effect, estimated to be 40% for federal and state income tax purposes, of the amount of such tax loss carryforwards so utilized, and the amount of any credit carryforwards so utilized. We will distribute these amounts to Cypress in cash or in our shares, at Cypress's option. During fiscal 2015 and fiscal 2016, we recorded an estimated liability to Cypress of \$3.5 million and \$0.2 million, respectively. We filed amended tax returns and carried back 2016 generated net operating losses to tax year 2015. The net operating losses were utilized in lieu of the Cypress's tax credits. Accordingly, we reduced the estimated liability to Cypress by \$2.6 million. The future tax liability expected as of December 31, 2017 is \$2.6 million.

We are jointly and severally liable for any tax liability during all periods in which we were deemed to be a member of the Cypress consolidated or combined group. Accordingly, although the tax sharing agreement allocates tax liabilities between Cypress and all its consolidated subsidiaries, for any period in which we were included in Cypress's consolidated or combined group, we could be liable in the event that any federal or state tax liability was incurred, but not discharged, by any other member of the group.

We will continue to be jointly and severally liable to Cypress until the statute of limitations runs or all appeal options are exercised for all years in which we joined in the filing of tax returns with Cypress. If Cypress experiences adjustments to their tax liability pursuant to tax examinations, we may incur an incremental liability.

We would also be liable to Cypress for taxes that might arise from the distribution by Cypress of our former class B common stock to Cypress's stockholders on September 29, 2008, or "spin-off." In connection with Cypress's spin-off of our former class B common stock, we and Cypress, on August 12, 2008, entered into an amendment to our tax sharing agreement ("Amended Tax Sharing Agreement") to address certain transactions that may affect the tax treatment of the spin-off and certain other matters.

Subject to certain caveats, Cypress obtained a ruling from the IRS to the effect that the distribution by Cypress of our former class B common stock to Cypress's stockholders qualified as a tax-free distribution under Section 355 of the Code. Despite such ruling, the distribution may nonetheless be taxable to Cypress under Section 355(e) of the Code if 50% or more of the voting power or value of our stock was or is later acquired as part of a plan or series of related transactions that included the distribution of our stock. The Amended Tax Sharing Agreement requires us to indemnify Cypress for any liability incurred as a result of issuances or dispositions of our stock after the distribution, other than liability attributable to certain dispositions of our stock by Cypress, that cause Cypress's distribution of shares of our stock to its stockholders to be taxable to Cypress under Section 355(e) of the Code.

Under the Amended Tax Sharing Agreement, we also agreed that, until October 29, 2010, we would not effect a conversion of any or all of our former class B common stock to former class A common stock or any similar recapitalization transaction or series of related transactions. On November 16, 2011, we reclassified our former class A common stock and class B common stock into a single class of common stock. In the event this reclassification does result in the spin-off being treated as taxable, we could face substantial liabilities as a result of our obligations under the Amended Tax Sharing Agreement.

Our affiliation with Total S.A. may require us to join in certain tax filings with Total S.A. in the future. The allocation of tax liabilities between us and Total S.A., and any future agreements with Total S.A. regarding tax indemnification and certain tax liabilities may adversely affect our financial position.

We have not joined in tax filings on a consolidated, combined or unitary basis with Total S.A., and no tax sharing agreement is currently in place. We may in the future become required to join in certain tax filings with Total S.A. on a consolidated, combined, or unitary basis in certain jurisdictions, at which point we may seek to enter into a tax sharing agreement with Total S.A., which would allocate the tax liabilities among the parties. The entry into any future agreement with Total S.A. may result in less favorable allocation of certain liabilities than we experienced before becoming subject to consolidated, combined, or unitary filing requirements, and may adversely affect our financial position.

Our ability to use our net operating loss and credit carryforwards to offset future taxable income may be subject to certain limitations.

As of December 31, 2017, we estimate that we have available to offset future taxable income approximately \$629.3 million of federal and \$524.7 million of California state operating loss carry-forwards, which expire at various dates from 2028 to 2036, federal credit carryforwards of approximately \$75.3 million, which expire at various dates from 2018 to 2036, and \$9.0 million of California state credit carryforwards that do not expire. Our ability to utilize our net operating loss and credit carryforwards is dependent upon our ability to generate taxable income in future periods and may be limited due to restrictions imposed on utilization of net operating loss and credit carryforwards under federal and state laws upon a change in ownership, such as the transaction with Cypress.

Section 382 of the Code imposes restrictions on the use of a corporation's net operating losses, as well as certain recognized built-in losses and other carryforwards, after an "ownership change" occurs. A Section 382 "ownership change" occurs if one or more stockholders or groups of stockholders who own at least 5% of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within the prior three-year period (calculated on a rolling basis). The issuance of common stock upon a conversion of our outstanding convertible notes debentures, and/or other issuances or sales of our stock (including certain transactions involving our stock that are outside of our control) could result in (or could have resulted in) an ownership change under Section 382. If an "ownership change" occurs, Section 382 would impose an annual limit on the amount of pre-change net operating losses and other losses we can use to reduce our taxable income generally equal to the product of the total value of our outstanding equity immediately prior to the "ownership change" and the applicable federal long-term tax-exempt interest rate for the month of the "ownership change" (subject to certain adjustments).

Because U.S. federal net operating losses generally may be carried forward for up to 20 years, the annual limitation may effectively provide a cap on the cumulative amount of pre-ownership change losses, including certain recognized built-in losses that may be utilized. Such pre-ownership change losses in excess of the cap may be lost. In addition, if an ownership change were to occur, it is possible that the limitations imposed on our ability to use pre-ownership change losses and certain recognized built-in losses could cause a net increase in our U.S. federal income tax liability and require U.S. federal income taxes to be paid earlier than otherwise would be paid if such limitations were not in effect. Further, if for financial reporting purposes the amount or value of these deferred tax assets is reduced, such reduction would have a negative impact on the book value of our common stock.

Our headquarters and manufacturing facilities, as well as the facilities of certain subcontractors and suppliers, are located in regions that are subject to earthquakes, floods, and other natural disasters, and climate change and climate change regulation could have an adverse effect on our operations.

Our headquarters and research and development operations are located in California, and our manufacturing facilities are located in the Philippines, Malaysia, France, and Mexico. Any significant earthquake, flood, or other natural disaster in these countries or countries where our suppliers are located could materially disrupt our management operations and/or our production capabilities, and could result in our experiencing a significant delay in delivery, or substantial shortage, of our products and services.

In addition, legislators, regulators, and non-governmental organizations, as well as companies in many business sectors, are considering ways to reduce green-house gas emissions. Further regulation could be forthcoming at the federal or state level with respect to green-house gas emissions. Such regulation or similar regulations in other countries could result in regulatory or product standard requirements for our global business, including our manufacturing operations. Furthermore, the potential physical impacts of climate change on our operations may include changes in weather patterns (including floods, tsunamis, drought and rainfall levels), water availability, storm patterns and intensities, and temperature levels. These potential physical effects may adversely affect the cost, production, sales and financial performance of our operations.

We sell our solar products to agencies of the U.S. government, and as a result, we are subject to a number of procurement rules and regulations, and our business could be adversely affected by an audit by the U.S. government if it were to identify errors or a failure to comply with regulations.

We have sold and continue to sell our solar power systems to various U.S. government agencies. In connection with these contracts, we must comply with and are affected by laws and regulations relating to the

award, administration, and performance of U.S. government contracts, which may impose added costs on our business. We are expected to perform in compliance with a vast array of federal laws and regulations, including, without limitation, the Federal Acquisition Regulation, the Truth in Negotiations Act, the Federal False Claims Act, the Anti-Kickback Act of 1986, the Trade Agreements Act, the Buy American Act, the Procurement Integrity Act, and the Davis Bacon Act. A violation of specific laws and regulations, even if prohibited by our policies, could result in the imposition of fines and penalties, reductions of the value of our contracts, contract modifications or termination, or suspension or debarment from government contracting for a period of time.

In some instances, these laws and regulations impose terms or rights that are more favorable to the government than those typically available to commercial parties in negotiated transactions. For example, the U.S. government may terminate any of our government contracts either at its convenience or for default based on performance. A termination arising out of our default may expose us to liability and have a material adverse effect on our ability to compete for future contracts.

U.S. government agencies may audit and investigate government contractors. These agencies review a contractor's performance under its contracts, cost structure, and compliance with applicable laws, regulations, and standards. If an audit or investigation uncovers improper or illegal activities, we may be subject to civil or criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines, and suspension or prohibition from doing business with the U.S. government. In addition, we could suffer reputational harm if allegations of impropriety were made against us.

Compliance with environmental regulations can be expensive, and noncompliance with these regulations may result in adverse publicity and potentially significant monetary damages and fines.

We are required to comply with all foreign, U.S. federal, state and local laws and regulations regarding pollution control and protection of the environment. In addition, under some statutes and regulations, a government agency, or other parties, may seek recovery and response costs from owners or operators of property where releases of hazardous substances have occurred or are ongoing, even if the owner or operator was not responsible for such release or otherwise at fault. We use, generate and discharge toxic, volatile and otherwise hazardous chemicals and wastes in our research and development and manufacturing activities. Any failure by us to control the use of, or to restrict adequately the discharge of, hazardous substances could subject us to, among other matters, potentially significant monetary damages and fines or liabilities or suspensions in our business operations. In addition, if more stringent laws and regulations are adopted in the future, the costs of compliance with these new laws and regulations could be substantial. If we fail to comply with present or future environmental laws and regulations, we may be required to pay substantial fines, suspend production or cease operations, or be subjected to other sanctions.

In addition, U.S. legislation includes disclosure requirements regarding the use of "conflict" minerals mined from the Democratic Republic of Congo and adjoining countries and procedures regarding a manufacturer's efforts to prevent the sourcing of such "conflict" minerals. We have incurred and will incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. The implementation of these requirements could affect the sourcing and availability of minerals used in the manufacture of solar products. As a result, there may only be a limited pool of suppliers who provide conflict free minerals, and we cannot be certain that we will be able to obtain products in sufficient quantities or at competitive prices. Since our supply chain is complex, we have not been able to sufficiently verify, and in the future we may not be able to sufficiently verify, the origins for these conflict minerals used in our products. As a result, we may face reputational challenges with our customers and other stakeholders if we are unable to sufficiently verify the origins for all minerals used in our products.

Our insurance for certain indemnity obligations we have to our officers and directors may be inadequate, and potential claims could materially and negatively impact our financial condition and results of operations.

Pursuant to our certificate of incorporation, by-laws, and certain indemnification agreements, we indemnify our officers and directors for certain liabilities that may arise in the course of their service to us. Although we currently maintain directors and officers liability insurance for certain potential third-party claims for which we are legally or financially unable to indemnify them, such insurance may be inadequate to cover certain claims. In addition, in previous years, we have primarily self-insured with respect to potential third-party claims. If we were required to pay a significant amount on account of these liabilities for which we self-insured, our business, financial condition, and results of operations could be materially harmed.

Risks Related to Our Intellectual Property

We depend on our intellectual property, and we may face intellectual property infringement claims that could be time-consuming and costly to defend and could result in the loss of significant rights.

From time to time, we, our respective customers, or third parties with whom we work may receive letters, including letters from other third parties, and may become subject to lawsuits with such third parties alleging infringement of their patents. Additionally, we are required by contract to indemnify some of our customers and our third-party intellectual property providers for certain costs and damages of patent infringement in circumstances where our products are a factor creating the customer's or these third-party providers' infringement liability. This practice may subject us to significant indemnification claims by our customers and our third-party providers. We cannot assure investors that indemnification claims will not be made or that these claims will not harm our business, operating results or financial condition. Intellectual property litigation is very expensive and time-consuming and could divert management's attention from our business and could have a material adverse effect on our business, operating results or financial condition. If there is a successful claim of infringement against us, our customers or our third-party intellectual property providers, we may be required to pay substantial damages to the party claiming infringement, stop selling products or using technology that contains the allegedly infringing intellectual property, or enter into royalty or license agreements that may not be available on acceptable terms, if at all. Parties making infringement claims may also be able to bring an action before the International Trade Commission that could result in an order stopping the importation into the United States of our solar products. Any of these judgments could materially damage our business. We may have to develop non-infringing technology, and our failure in doing so or in obtaining licenses to the proprietary rights on a timely basis could have a material adverse effect on our business.

We have filed, and may continue to file, claims against other parties for infringing our intellectual property that may be very costly and may not be resolved in our favor.

To protect our intellectual property rights and to maintain our competitive advantage, we have filed, and may continue to file, suits against parties who we believe infringe our intellectual property. Intellectual property litigation is expensive and time consuming, could divert management's attention from our business, and could have a material adverse effect on our business, operating results, or financial condition, and our enforcement efforts may not be successful. In addition, the validity of our patents may be challenged in such litigation. Our participation in intellectual property enforcement actions may negatively impact our financial results.

Our business is subject to a variety of U.S. and international laws, rules, policies, and other obligations regarding privacy, data protection, and other matters.

We are subject to federal, state, and international laws relating to the collection, use, retention, security, and transfer of customer, employee, and business partner personally identifiable information ("PII"), including the European Union's General Data Protection Regulation ("GDPR"), which comes into effect in May 2018. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between one company and its subsidiaries, and among the subsidiaries and other parties with which we have commercial relations. The introduction of new products or expansion of our activities in certain jurisdictions may subject us to additional laws and regulations. Foreign data protection, privacy, and other laws and regulations, including GDPR, can be more restrictive than those in the United States. These U.S. federal and state and foreign laws and regulations, including GDPR which can be enforced by private parties or government entities, are constantly evolving and can be subject to significant change. In addition, the application and interpretation of these laws and regulations, including GDPR, are often uncertain, particularly in the new and rapidly evolving industry in which we operate, and may be interpreted and applied inconsistently from country to country and inconsistently with our current policies and practices. These existing and proposed laws and regulations can be costly to comply with and can delay or impede the development of new products, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to inquiries or investigations, claims or other remedies, including fines, which may be significant, or demands that we modify or cease existing business practices.

A failure by us, our suppliers, or other parties with whom we do business to comply with posted privacy policies or with other federal, state, or international privacy-related or data protection laws and regulations, including GDPR, when it comes into effect in May 2018, could result in proceedings against us by governmental entities or others, which could have a material adverse effect on our business, results of operations, and financial condition.

We rely substantially upon trade secret laws and contractual restrictions to protect our proprietary rights, and, if these rights are not sufficiently protected, our ability to compete and generate revenue could suffer.

We seek to protect our proprietary manufacturing processes, documentation, and other written materials primarily under trade secret and copyright laws. We also typically require employees, consultants, and third parties, such as our vendors and customers, with access to our proprietary information to execute confidentiality agreements. The steps we take to protect our proprietary information may not be adequate to prevent misappropriation of our technology. Our systems may be subject to intrusions, security breaches, or targeted theft of our trade secrets. In addition, our proprietary rights may not be adequately protected because:

- others may not be deterred from misappropriating our technologies despite the existence of laws or contracts prohibiting such misappropriation;
- policing unauthorized use of our intellectual property may be difficult, expensive, and time-consuming, the remedy obtained may be inadequate to restore protection of our intellectual property, and moreover, we may be unable to determine the extent of any unauthorized use;
- the laws of other countries in which we market our solar products, such as some countries in the Asia/Pacific region, may offer little or no protection for our proprietary technologies; and
- reports we file in connection with government-sponsored research contracts are generally available to the public and third parties may obtain some aspects of our sensitive confidential information.

Reverse engineering, unauthorized copying, or other misappropriation of our proprietary technologies could enable third parties to benefit from our technologies without compensating us for doing so. Our joint ventures or our partners may not be deterred from misappropriating our proprietary technologies despite contractual and other legal restrictions. Legal protection in countries where our joint ventures are located may not be robust and enforcement by us of our intellectual property rights may be difficult. As a result, our joint ventures or our partners could directly compete with our business. Any such activities or any other inability to adequately protect our proprietary rights could harm our ability to compete, to generate revenue, and to grow our business.

We may be subject to breaches of our information technology systems, which could lead to disclosure of our internal information, damage our reputation or relationships with dealers and customers, and disrupt access to our online services. Such breaches could subject us to significant reputational, financial, legal, and operational consequences.

Our business requires us to use and store customer, employee, and business partner PII. This may include names, addresses, phone numbers, email addresses, contact preferences, tax identification numbers, and payment account information. Malicious attacks to gain access to PII affect many companies across various industries, including ours.

We use encryption and authentication technologies to secure the transmission and storage of data. These security measures may be compromised as a result of third-party security breaches, employee error, malfeasance, faulty password management, or other irregularity, and result in persons obtaining unauthorized access to our data. Third parties may attempt to fraudulently induce employees or customers into disclosing passwords or other sensitive information, which may in turn be used to access our information technology systems.

We devote resources to network security, data encryption, and other security measures to protect our systems and data, but these security measures cannot provide absolute security. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventative measures and as a result, we may experience a breach of our systems and may be unable to protect sensitive data. In addition, hardware, software, or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Unauthorized parties may also attempt to gain access to our systems or facilities through fraud, trickery or other forms of deceiving our team members, contractors and temporary staff. If we experience a significant data security breach or fail to detect and appropriately respond to a significant data security breach, we could be exposed to a risk of loss, litigation and possible liability, or government enforcement actions, any of which could detrimentally affect our business, results of operations, and financial condition.

PII may also be shared with contractors and third-party providers to conduct our business. Although such contractors and third-party providers typically implement encryption and authentication technologies to secure the transmission and storage of data, those third-party providers may experience a significant data security breach of the shared PII.

See also under this section, “Risks Related to Our Intellectual Property—We rely substantially upon trade secret laws and contractual restrictions to protect our proprietary rights, and, if these rights are not sufficiently protected, our ability to compete and generate revenue could suffer.”

We may not obtain sufficient patent protection on the technology embodied in the solar products we currently manufacture and market, which could harm our competitive position and increase our expenses.

Although we substantially rely on trade secret laws and contractual restrictions to protect the technology in the solar products we currently manufacture and market, our success and ability to compete in the future may also depend to a significant degree upon obtaining patent protection for our proprietary technology. We currently own multiple patents and patent applications which cover aspects of the technology in the solar cells and mounting systems that we currently manufacture and market. Material patents that relate to our systems products and services primarily relate to our rooftop mounting products and ground-mounted tracking products. We intend to continue to seek patent protection for those aspects of our technology, designs, and methodologies and processes that we believe provide significant competitive advantages.

Our patent applications may not result in issued patents, and even if they result in issued patents, the patents may not have claims of the scope we seek or we may have to refile patent applications due to newly discovered prior art. In addition, any issued patents may be challenged, invalidated, or declared unenforceable, or even if we obtain an award of damages for infringement by a third party, such award could prove insufficient to compensate for all damages incurred as a result of such infringement.

The term of any issued patent is generally 20 years from its earliest filing date and if our applications are pending for a long time period, we may have a correspondingly shorter term for any patent that may issue. Our present and future patents may provide only limited protection for our technology and may be insufficient to provide competitive advantages to us. For example, competitors could develop similar or more advantageous technologies on their own or design around our patents. Also, patent protection in certain foreign countries may not be available or may be limited in scope and any patents obtained may not be readily enforceable because of insufficient judicial effectiveness, making it difficult for us to aggressively protect our intellectual property from misuse or infringement by other companies in these countries. Our inability to obtain and enforce our intellectual property rights in some countries may harm our business. In addition, given the costs of obtaining patent protection, we may choose not to protect certain innovations that later turn out to be important.

We may not be able to prevent others from using the term SunPower or similar terms, or other trademarks which we hold, in connection with their solar power products which could adversely affect the market recognition of our name and our revenue.

“SunPower” and the SunPower logo are our registered trademarks in certain countries, including the United States, for uses that include solar cells and solar panels. We are seeking registration of these trademarks in other countries, but we may not be successful in some of these jurisdictions. We hold registered trademarks for SunPower, Maxeon, Oasis, EnergyLink, InvisiMount, Greenbotics, SolarBridge, The Power of One, and many more marks, in certain countries, including the United States. We have not registered, and may not be able to register, these trademarks in other key countries. In the foreign jurisdictions where we are unable to obtain or have not tried to obtain registrations, others may be able to sell their products using trademarks compromising or incorporating “SunPower,” or a variation thereof, or our other chosen brands, which could lead to customer confusion. In addition, if there are jurisdictions where another proprietor has already established trademark rights in marks containing “SunPower,” or our other chosen brands, we may face trademark disputes and may have to market our products with other trademarks or without our trademarks, which may undermine our marketing efforts. We may encounter trademark disputes with companies using marks which are confusingly similar to the SunPower mark, or our other marks, which if not resolved favorably, could cause our branding efforts to suffer. In addition, we may have difficulty in establishing strong brand recognition with consumers if others use similar marks for similar products.

Our past and possible future reliance on government programs to partially fund our research and development programs could impair our ability to commercialize our solar power products and services.

Government funding of some of our research and development efforts imposed certain restrictions on our ability to commercialize results and could grant commercialization rights to the government. In some funding awards, the government is entitled to intellectual property rights arising from the related research. Such rights include a nonexclusive, nontransferable, irrevocable, paid-up license to practice or have practiced each subject invention developed under an award throughout the world by or on behalf of the government. Other rights include the right to require us to grant a license to the developed technology or products to a third party or, in some cases, if we refuse, the government may grant the license itself, if the government determines that action is necessary because we fail to achieve practical application of the technology, because action is necessary to alleviate health or safety needs, to meet requirements of federal regulations, or to give the United States industry preference. Accepting government funding can also require that manufacturing of products developed with federal funding be conducted in the United States.

We may be subject to information technology system failures or network disruptions that could damage our business operations, financial conditions, or reputation.

We may be subject to information technology system failures and network disruptions. These may be caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, computer viruses, physical or electronic break-ins, or similar events or disruptions. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions could result in delayed or canceled orders. System failures and disruptions could also impede the manufacturing and shipping of products, delivery of online services, transactions processing, and financial reporting.

Risks Related to Our Debt and Equity Securities

Our debentures are effectively subordinated to our existing and any future secured indebtedness and structurally subordinated to existing and future liabilities and other indebtedness of our current and any future subsidiaries.

Our debentures are our general, unsecured obligations and rank equally in right of payment with all of our existing and any future unsubordinated, unsecured indebtedness. As of December 31, 2017, we and our subsidiaries had \$1.1 billion in principal amount of senior unsecured indebtedness outstanding, which ranks *pari passu* with our debentures. Our debentures are effectively subordinated to our existing and any future secured indebtedness we may have, including for example, our \$300.0 million revolving credit facility with Credit Agricole, to the extent of the value of the assets securing such indebtedness, and structurally subordinated to our existing and any future liabilities and other indebtedness of our subsidiaries. In addition to our unsecured indebtedness described above, as of December 31, 2017, we and our subsidiaries had \$466.8 million in principal amount of senior secured indebtedness outstanding, which includes \$83.1 million in non-recourse project debt and \$383.7 million in non-recourse long-term debt related to our residential lease business. These liabilities may also include other indebtedness, trade payables, guarantees, lease obligations, and letter of credit obligations. Our debentures do not restrict us or our current or any future subsidiaries from incurring indebtedness, including senior secured indebtedness, in the future, nor do they limit the amount of indebtedness we can issue that is equal in right of payment. For a discussion the impact of our liquidity on our ability to meet our payment obligations under our debentures, see also “Risks Related to Our Liquidity—We have a significant amount of debt outstanding. Our substantial indebtedness and other contractual commitments could adversely affect our business, financial condition and results of operations, as well as our ability to meet our payment obligations under our debentures and our other debt.”

Recent or future regulatory actions may adversely affect the trading price and liquidity of our debentures.

We believe that many investors in our debentures employ, or will seek to employ, a convertible arbitrage strategy with respect to our debentures. Investors that employ a convertible arbitrage strategy with respect to convertible debt instruments typically implement that strategy by selling short the common stock underlying the convertible debt instruments and dynamically adjusting their short position while they hold the debt instruments. Investors may also implement this strategy by entering into swaps on the common stock underlying the

convertible debt instruments in lieu of or in addition to short selling the common stock. As a result, rules regulating equity swaps or short selling of securities or other governmental action that interferes with the ability of market participants to effect short sales or equity swaps with respect to our common stock could adversely affect the ability of investors in our debentures to conduct the convertible arbitrage strategy that we believe they employ, or will seek to employ, with respect to our debentures. This could, in turn, adversely affect the trading price and liquidity of our debentures.

The SEC and other regulatory and self-regulatory authorities have implemented various rules in recent years and may adopt additional rules in the future that may impact those engaging in short selling activity involving equity securities (including our common stock). In particular, Rule 201 of SEC Regulation SHO restricts certain short selling when the price of a “covered security” triggers a “circuit breaker” by falling 10% or more from the security’s closing price as of the end of regular trading hours on the prior day. If this circuit breaker is triggered, short sale orders can be displayed or executed for the remainder of that day and the following day only if the order price is above the then-current national best bid, subject to certain limited exceptions. Because our common stock is a “covered security,” these Rule 201 restrictions, if triggered, may interfere with the ability of investors in our debentures to effect short sales in our common stock and conduct a convertible arbitrage strategy.

In addition, during 2012, the SEC approved two proposals submitted by the national securities exchanges and the Financial Industry Regulatory Authority, Inc. (“FINRA”) concerning extraordinary market volatility that may impact the ability of investors to effect a convertible arbitrage strategy. One initiative is the “Limit Up-Limit Down” plan, which requires securities exchanges, alternative trading systems, broker-dealers, and other trading centers to establish policies and procedures that prevent the execution of trades or the display of bids or offers outside of specified price bands. If the bid or offer quotations for a security are at the far limit of the price band for more than 15 seconds, trading in that security will be subject to a five-minute trading pause. The Limit Up-Limit Down plan became effective, on a pilot basis, on April 8, 2013 and has been extended several times, most recently through April 16, 2018.

The second initiative revised existing national securities exchange and FINRA rules that establish the market-wide circuit breaker system. The market-wide circuit breaker system provides for specified market-wide halts in trading of listed stocks and options for certain periods following specified market declines. The changes lowered the percentage-decline thresholds for triggering a market-wide trading halt and shortened the amount of time that trading is halted. Market declines under the new system are measured based on a decline in the S&P 500 Index compared to the prior day’s closing value rather than a decline in the Dow Jones Industrial Average compared to the prior quarterly closing value. The changes to the market-wide circuit breaker system became effective, on a pilot basis, on April 8, 2013 and have been extended so that the system will continue in effect so long as the Limit Up-Limit Down plan is effective, currently until April 16, 2018. The potential restrictions on trading imposed by the Limit Up-Limit Down plan and the market-wide circuit breaker system may interfere with the ability of investors in our debentures to effect short sales in our common stock and conduct a convertible arbitrage strategy.

The enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) on July 21, 2010 also introduced regulatory changes that may impact trading activities relevant to our debentures. As a result of this legislation and implementing rules, certain interest rate swaps and credit default swaps are currently required to be cleared through regulated clearinghouses. Certain other swaps (regulated by the U.S. Commodity Futures Trading Commission (the “CFTC”) and security-based swaps (regulated by the SEC) are likely going to be required to be cleared through regulated clearinghouses in the future. In addition, certain swaps and security-based swaps will be required to be traded on exchanges or comparable trading facilities. Furthermore, swap dealers, security-based swap dealers, major swap participants and major security-based swap participants will be required to comply with margin and capital requirements, the indirect cost of which will likely be borne by market participants. Market participants will also be subject to certain direct margin requirements. In addition, certain market participants are required to comply with public reporting requirements to provide transaction and pricing data on both cleared and uncleared swaps. Public reporting requirements will also apply with respect to security-based swaps in the future. These requirements could adversely affect the ability of investors in our debentures to maintain a convertible arbitrage strategy with respect to our debentures (including increasing the costs incurred by such investors in implementing such strategy). This

could, in turn, adversely affect the trading price and liquidity of our debentures. Although some of the implementing rules have been adopted and are currently effective, we cannot predict how the SEC, CFTC, and other regulators will ultimately implement the legislation or the magnitude of the effect that this legislation will have on the trading price or liquidity of our debentures.

Although the direction and magnitude of the effect that the amendments to Regulation SHO, FINRA and securities exchange rule changes, and/or implementation of the Dodd-Frank Act may have on the trading price and the liquidity of our debentures will depend on a variety of factors, many of which cannot be determined at this time, past regulatory actions have had a significant impact on the trading prices and liquidity of convertible debentures. For example, between July 2008 and September 2008, the SEC issued a series of emergency orders placing restrictions on the short sale of the common stock of certain financial services companies. The orders made the convertible arbitrage strategy that many holders of convertible debentures employ difficult to execute and adversely affected both the liquidity and trading price of convertible debentures issued by many of the financial services companies subject to the prohibition. Any governmental action that similarly restricts the ability of investors in our debentures to effect short sales of our common stock, including the amendments to Regulation SHO, FINRA and exchange rule changes, and the implementation of the Dodd-Frank Act, could similarly adversely affect the trading price and the liquidity of our debentures.

Total's majority ownership of our common stock may adversely affect the liquidity and value of our common stock.

As of December 31, 2017, Total owned approximately 56% of our outstanding common stock. Pursuant to the Affiliation Agreement between us and Total, the Board of Directors of SunPower includes five designees from Total, giving Total majority control of our Board. As a result, subject to the restrictions in the Affiliation Agreement, Total possesses significant influence and control over our affairs. Our non-Total stockholders have reduced ownership and voting interest in our company and, as a result, have less influence over the management and policies of our company than they exercised prior to Total's tender offer. As long as Total controls us, the ability of our other stockholders to influence matters requiring stockholder approval is limited. Total's stock ownership and relationships with members of our Board of Directors could have the effect of preventing minority stockholders from exercising significant control over our affairs, delaying or preventing a future change in control, impeding a merger, consolidation, takeover, or other business combination or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, limiting our financing options. These factors in turn could adversely affect the market price of our common stock or prevent our stockholders from realizing a premium over the market price of our common stock. The Affiliation Agreement limits Total and any member of the Total affiliated companies ("Total Group") from effecting, seeking, or entering into discussions with any third party regarding any transaction that would result in the Total Group beneficially owning our shares in excess of certain thresholds during a standstill period. The Affiliation Agreement also imposes certain limitations on the Total Group's ability to seek to affect a tender offer or merger to acquire 100% of our outstanding voting power. Such provisions may not be successful in preventing the Total Group from engaging in transactions which further increase their ownership and negatively impact the price of our common stock. See also "Risks Related to Our Liquidity—We may be unable to generate sufficient cash flows or obtain access to external financing necessary to fund our operations and make adequate capital investments as planned due to the general economic environment and the continued market pressure driving down the average selling prices of our solar power products, among other factors." Finally, the market for our common stock has become less liquid and more thinly traded as a result of the Total tender offer. The lower number of shares available to be traded could result in greater volatility in the price of our common stock and affect our ability to raise capital on favorable terms in the capital markets.

Conversion of our outstanding 0.75% debentures, 0.875% debentures, 4.00% debentures, and future substantial issuances or dispositions of our common stock or other securities, could dilute ownership and earnings per share or cause the market price of our stock to decrease.

The conversion of some or all of our outstanding 0.75%, 0.875%, or 4.00% debentures into shares of our common stock will dilute the ownership interests of existing stockholders, including holders who had previously converted their debentures. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. Sales of our common stock in the public market or sales of any of our other securities could dilute ownership and earnings per share, and even the

perception that such sales could occur could cause the market prices of our common stock to decline. In addition, the existence of our outstanding debentures may encourage short selling of our common stock by market participants who expect that the conversion of the debentures could depress the prices of our common stock.

Future sales of our common stock in the public market could lower the market price for our common stock and adversely impact the trading price of our debentures.

In the future, we may sell additional shares of our common stock to raise capital. We cannot predict the size of future issuances or the effect, if any, that they may have on the market price for our common stock. In addition, a substantial number of shares of our common stock is reserved for issuance upon the exercise of stock options, restricted stock awards, restricted stock units, warrants, and upon conversion of the debentures and our outstanding 0.75%, 0.875%, and 4.00% debentures. The issuance and sale of substantial amounts of common stock, or the perception that such issuances and sales may occur, could adversely affect the trading price of our debentures and the market price of our common stock and impair our ability to raise capital through the sale of additional equity or equity-linked securities.

The price of our common stock, and therefore of our outstanding 0.75%, 0.875%, and 4.00% debentures, may fluctuate significantly.

Our common stock has experienced extreme price and volume fluctuations. The trading price of our common stock could be subject to further wide fluctuations due to many factors, including the factors discussed in this risk factors section. In addition, the stock market in general, and The NASDAQ Global Select Market and the securities of technology companies and solar companies in particular, have experienced severe price and volume fluctuations. These trading prices and valuations, including our own market valuation and those of companies in our industry generally, may not be sustainable. These broad market and industry factors may decrease the market price of our common stock, regardless of our actual operating performance. Because the 0.75%, 0.875%, and 4.00% debentures are convertible into our common stock (and/or cash equivalent to the value of our common stock), volatility or depressed prices of our common stock could have a similar effect on the trading price of the debentures.

If securities or industry analysts change their recommendations regarding our stock adversely, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us, our business or our market. If one or more of the analysts who cover us change their recommendation regarding our stock adversely, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume, and the value of our debentures, to decline.

We do not intend to pay dividends on our common stock in the foreseeable future.

We have never declared or paid cash dividends. For the foreseeable future, we intend to retain any earnings, after considering any dividends on any preferred stock, to finance the development of our business, and we do not anticipate paying any cash dividends on our common stock. Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon then-existing conditions, including our operating results and financial condition, capital requirements, contractual restrictions, business prospects, and other factors that our Board of Directors considers relevant. Accordingly, holders of our common stock must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize a return on their shares of common stock.

Delaware law and our certificate of incorporation and by-laws contain anti-takeover provisions, our outstanding 0.75%, 0.875%, and 4.00% debentures provide for a right to convert upon certain events, and our Board of Directors entered into a rights agreement and declared a rights dividend, any of which could delay or discourage takeover attempts that stockholders may consider favorable.

Provisions in our certificate of incorporation and by-laws may have the effect of delaying or preventing a change of control or changes in our management. These provisions include the following:

- the right of the Board of Directors to elect a director to fill a vacancy created by the expansion of the Board of Directors;
- the prohibition of cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- the requirement for advance notice for nominations for election to the Board of Directors or for proposing matters that can be acted upon at a stockholders' meeting;
- the ability of the Board of Directors to issue, without stockholder approval, up to 10 million shares of preferred stock with terms set by the Board of Directors, which rights could be senior to those of common stock;
- our Board of Directors is divided into three classes of directors, with the classes to be as nearly equal in number as possible;
- stockholders may not call special meetings of the stockholders, except by Total under limited circumstances; and
- our Board of Directors is able to alter our by-laws without obtaining stockholder approval.

Certain provisions of our outstanding debentures could make it more difficult or more expensive for a third party to acquire us. Upon the occurrence of certain transactions constituting a fundamental change, including an entity (such as Total) becoming the beneficial owner of 75% of our voting stock, holders of our outstanding debentures will have the right, at their option, to require us to repurchase, at a cash repurchase price equal to 100% of the principal amount plus accrued and unpaid interest on the debentures, all or a portion of their debentures. We may also be required to issue additional shares of our common stock upon conversion of such debentures in the event of certain fundamental changes. In addition, we entered into a Rights Agreement with Computershare Trust Company, N.A., commonly referred to as a "poison pill," which could delay or discourage takeover attempts that stockholders may consider favorable.

ITEM 1B: UNRESOLVED STAFF COMMENTS

None.

ITEM 2: PROPERTIES

The table below presents details for each of our principal properties:

Facility	Location	Approximate Square Footage	Held	Lease Term
Solar cell manufacturing facility ^{1,2}	Philippines	390,000	Owned	n/a
Solar cell manufacturing facility ³	Malaysia	885,000	Owned	n/a
Former solar cell manufacturing facility ^{1,4}	Philippines	641,000	Owned	n/a
Solar cell manufacturing support and storage facility	Philippines	167,000	Leased	2024
Former solar module assembly facility ^{1,4}	Philippines	132,000	Owned	n/a
Solar module assembly facility	Mexico	320,000	Leased	2021
Solar module assembly facility	Mexico	191,000	Leased	2026
Solar module assembly facility	France	36,000	Owned	n/a
Solar module assembly facility	France	42,000	Leased	2018
Corporate headquarters	California, U.S.	129,000	Leased	2021
Global support offices	California, U.S.	163,000	Leased	2023
Global support offices	Texas, U.S.	69,000	Leased	2019
Global support offices	France	27,000	Leased	2023
Global support offices	Philippines	65,000	Owned	n/a

¹ The lease for the underlying land expires in May 2048 and is renewable for an additional 25 years.

² The solar cell manufacturing facility we operate in the Philippines has a total annual capacity of 400 MW.

³ The solar cell manufacturing facility we operate in Malaysia has a total rated annual capacity of over 800 MW.

⁴ The Company still owned this facility as of December 31, 2017; however, relevant operations ceased during fiscal 2016.

As of December 31, 2017, our principal properties included operating solar cell manufacturing facilities with a combined total annual capacity of over 1.2 GW and solar module assembly facilities with a combined total annual capacity of approximately 1.9 GW. For more information about our manufacturing capacity, see “Item 1. Business.”

We do not identify or allocate assets by business segment. For more information on property, plant and equipment by country, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 5. Balance Sheet Components.”

ITEM 3. LEGAL PROCEEDINGS

The disclosure under “Note 9. Commitments and Contingencies—Legal Matters” in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements” contained in this Annual Report on Form 10-K is incorporated herein by reference.

ITEM 4: MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is listed on the Nasdaq Global Select Market under the trading symbol "SPWR." During fiscal 2017 and 2016, the high and low closing trading prices of our common stock were as follows:

	SPWR	
	High	Low
Fiscal Year 2017		
Fourth quarter	\$ 9.42	\$ 6.65
Third quarter	\$11.39	\$ 7.11
Second quarter.....	\$ 9.58	\$ 6.04
First quarter	\$ 8.99	\$ 6.07
Fiscal Year 2016		
Fourth quarter	\$ 9.11	\$ 6.30
Third quarter	\$16.07	\$ 7.53
Second quarter.....	\$22.09	\$13.49
First quarter	\$30.46	\$20.38

As of February 9, 2018, there were approximately 772 record holders of our common stock. A substantially greater number of holders are in "street name" or beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions.

Dividends

We have never declared or paid any cash dividend on our common stock, and we do not currently intend to pay a cash dividend on our common stock in the foreseeable future. Certain of the Company's debt agreements place restrictions on the Company and its subsidiaries' ability to pay cash dividends. For more information on our common stock and dividend rights, see "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 14. Common Stock."

Issuer Purchases of Equity Securities

The following table sets forth all purchases made by or on behalf of us or any "affiliated purchaser," as defined in Rule 10b-18(a)(3) under the Exchange Act, of shares of our common stock during each of the indicated periods.

Period	Total Number of Shares Purchased ¹	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Publicly Announced Plans or Programs
October 2, 2017 through October 29, 2017	16,405	\$7.17	—	—
October 30, 2017 through November 26, 2017	11,364	\$7.98	—	—
November 27, 2017 through December 31, 2017	19,396	\$8.07	—	—
	47,165	\$7.74	—	—

¹ The shares purchased represent shares surrendered to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.

ITEM 6: SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read together with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8. Financial Statements and Supplementary Data” included in this Annual Report on Form 10-K.

(In thousands, except per share data)	Year Ended				
	December 31, 2017	January 1, 2017	January 3, 2016	December 28, 2014	December 29, 2013
Consolidated Statements of Operations Data					
Revenue	\$ 1,871,813	\$ 2,559,562	\$ 1,576,473	\$ 3,027,265	\$ 2,507,203
Gross margin	\$ (15,271)	\$ 189,966	\$ 244,646	\$ 625,127	\$ 491,072
Operating income (loss)	\$(1,018,469)	\$(462,414)	\$ (206,294)	\$ 251,240	\$ 158,909
Income (loss) from continuing operations before income taxes and equity in earnings (loss) of unconsolidated investees	\$(1,117,064)	\$(564,595)	\$ (242,311)	\$ 184,614	\$ 41,583
Income (loss) from continuing operations per share of common stock:					
Basic	\$ (6.11)	\$ (3.41)	\$ (1.39)	\$ 1.91	\$ 0.79
Diluted	\$ (6.11)	\$ (3.41)	\$ (1.39)	\$ 1.55	\$ 0.70
(In thousands)	As of				
	December 31, 2017	January 1, 2017	January 3, 2016	December 28, 2014	December 29, 2013
Consolidated Balance Sheet Data					
Cash and cash equivalents	\$ 435,097	\$ 425,309	\$ 954,528	\$ 956,175	\$ 762,511
Working capital	\$ 255,328	\$ 824,524	\$ 1,515,918	\$ 1,273,236	\$ 528,017
Total assets	\$3,629,314	\$4,567,167	\$4,856,993	\$4,345,582	\$3,898,690
Long-term debt	\$ 430,634	\$ 451,243	\$ 478,948	\$ 214,181	\$ 93,095
Convertible debt, net of current portion	\$ 816,454	\$ 1,113,478	\$ 1,110,960	\$ 692,955	\$ 300,079
Total stockholders’ equity	\$ 142,918	\$ 1,007,832	\$ 1,449,149	\$ 1,534,174	\$ 1,116,153

ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

SunPower is a leading global energy company that delivers complete solar solutions to residential, commercial, and power plant customers worldwide through an array of hardware, software, and financing options and through utility-scale solar power system construction and development capabilities, O&M services, and "Smart Energy" solutions. Our Smart Energy initiative is designed to add layers of intelligent control to homes, buildings and grids—all personalized through easy-to-use customer interfaces. Of all the solar cells commercially available to the mass market, we believe our solar cells have the highest conversion efficiency, a measurement of the amount of sunlight converted by the solar cell into electricity. For more information about our business, please refer to the section titled "Part I. Item 1. Business."

Segments Overview

We operate in three end-customer segments: (i) Residential Segment, (ii) Commercial Segment and (iii) Power Plant Segment. Our Chief Executive Officer, as the chief operating decision maker, reviews our business and manages resource allocations and measures performance of our activities among these three end-customer segments. The Residential and Commercial Segments combined are referred to as Distributed Generation. For more information about our business segments, see the section titled "Part I. Item 1. Business." For more segment information, see "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 17. Segment Information."

Unit of Power

When referring to our solar power systems, our facilities' manufacturing capacity, and total sales, the unit of electricity in watts for kilowatts ("KW"), megawatts ("MW"), and gigawatts ("GW") is direct current ("DC"), unless otherwise noted as alternating current ("AC").

Levelized Cost of Energy ("LCOE")

LCOE is an evaluation of the life-cycle energy cost and life-cycle energy production of an energy producing system. It allows alternative technologies to be compared across different scales of operation, investment or operating time periods. It captures capital costs and ongoing system-related costs, along with the amount of electricity produced, and converts them into a common metric. Key drivers for LCOE reduction for photovoltaic products include panel efficiency, capacity factors, reliable system performance, and the life of the system.

Customer Cost of Energy ("CCOE")

Our customers are focused on reducing their overall cost of energy by intelligently integrating solar and other distributed generation, energy efficiency, energy management, and energy storage systems with their existing utility-provided energy. The CCOE measurement is an evaluation of a customer's overall cost of energy, taking into account the cost impact of each individual generation source (including the utility), energy storage systems, and energy management systems. The CCOE measurement includes capital costs and ongoing operating costs, along with the amount of electricity produced, stored, saved, or re-sold, and converts all of these variables into a common metric. The CCOE metric allows a customer to compare different portfolios of generation sources, energy storage, and energy management, and to tailor towards optimization.

Seasonal Trends

Our business is subject to industry-specific seasonal fluctuations including changes in weather patterns and economic incentives, among others. Sales have historically reflected these seasonal trends with the largest percentage of total revenues realized during the last two quarters of a fiscal year. The construction of solar power systems or installation of solar power components and related revenue may decline during cold and/or rainy winter months. In the United States, many customers make purchasing decisions towards the end of the year in order to take advantage of tax credits or for other budgetary reasons. In addition, revenues may fluctuate due to the timing of project sales, construction schedules, and revenue recognition of certain projects, such as those involving the sale of real estate, which may significantly impact the quarterly profile of our results of operations. We may also retain certain development projects on our balance sheet for longer periods of time than in

preceding periods in order to optimize the economic value we receive at the time of sale in light of market conditions, which can fluctuate after we have committed to projects. Delays in disposing of projects, or changes in amounts realized on disposition, may lead to significant fluctuations to the period-over-period profile of our results of operations and our cash available for working capital needs.

Fiscal Years

We have a 52-to-53-week fiscal year that ends on the Sunday closest to December 31. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Both fiscal 2017 and 2016 were 52-week fiscal years. Fiscal 2015 was a 53-week fiscal year and had a 14-week fourth fiscal quarter. Fiscal 2017 ended on December 31, 2017, fiscal 2016 ended on January 1, 2017, and fiscal 2015 ended on January 3, 2016.

Outlook

Demand

In fiscal 2017 we faced market challenges, primarily in our Power Plant Segment, which impacted our margins and prompted us to implement changes to our business in order to realign our downstream investments, optimize our supply chain, and reduce operating expenses. Our actions included the consolidation of our manufacturing operations in order to accelerate operating cost reductions and improve overall operating efficiency. Factors that impacted our margins included write-downs totaling \$8.3 million on certain solar power development projects during 2017 because of adjustments to pricing assumptions, as well as charges totaling \$72.5 million that were recorded in fiscal 2017 in connection with the contracted sale of raw material inventory to third parties as we sought to improve our working capital. In fiscal 2018, we continue to focus on projects that we expect will be profitable in each of our three business segments; however, market conditions can deteriorate after we have committed to projects. For example, shifts in the timing of demand and changes in the internal rate of return (“IRR”) that our customers expect can significantly affect project sale prices. A pronounced increase in expected customer and investor IRR rates in light of market conditions may continue to drive lower overall project sale prices in fiscal 2018. For more information see “Part I. Item 1A. Risk Factors—Risks Related to Our Sales Channels—Our operating results are subject to significant fluctuations and are inherently unpredictable.”

In the face of these near-term challenges, we remain focused on each of our three business segments as well as on continued investment in our next-generation technology. We plan to continue to expand the footprint of our Equinox and Helix complete solutions in our Residential and Commercial businesses. Outside of these core markets, we will continue to focus our Power Plant business on the sale of our new Oasis complete solution, incorporating P-Series panel technology, to developers and EPC companies in global markets. We have used and expect to continue to use additional financing structures and sources of demand in order to maximize economic returns. For additional information on transactions with 8point3 Energy Partners and associated revenue recognition, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments—Equity Investment in 8point3 Energy Partners.”

In late fiscal 2017, the International Trade Commission made a determination of injury in connection with a Section 201 petition filed by Suniva, Inc., and later joined by Solar World Americas Inc., regarding foreign-manufactured photovoltaic (“PV”) cells and modules and recommended certain remedies be imposed. On January 23, 2018, the President issued Proclamation 9693, which approved recommendations to provide relief to U.S. manufacturers and imposed safeguard tariffs on imported solar cells and modules, based on the investigations, findings, and recommendations of the International Trade Commission. In the near term, the uncertainty surrounding the interpretations of the ruling, including the applicability of the quotas and potential product and country exclusions, may cause market volatility, price fluctuations, supply shortages, and project delays.

With the uncertainties associated with the Section 201 trade case, factors indicated that the carrying values of our long-lived assets associated with our manufacturing operations might not be recoverable. As a result, we performed an impairment evaluation utilizing the information available to us as of the filing date, and our estimate of undiscounted cash flows indicated that such carrying amounts were expected to be recovered. Nonetheless, as more information becomes available, it is reasonably possible that our estimate of undiscounted cash flows may change in the near term, resulting in the need to write down certain long-lived assets to fair value. Our estimate of cash flows might change in relation to the implications of the remedies imposed as a

result of the Section 201 trade case, the results of which could materially and adversely impact our business, revenues, margins, results of operations and estimated future cash flows. While our estimate of undiscounted cash flows exceeded the long-lived assets carrying amounts, based on the information currently available for evaluation as of the filing date, uncertainties surrounding the interpretations of the ruling, including the applicability of the quotas and potential product and country exclusions remain. We will perform a comprehensive review of our long-term strategy as a result of these tariffs in the coming months and as a result, we may be exposed to impairment in the future, which could be material to our results of operations. For more information see “Part I. Item 1A. Risk Factors—Risks Related to Our Sales Channels—Tariffs imposed pursuant to Section 201 of the Trade Act of 1974 could significantly and adversely affect our business, revenues, margins, results of operations, and cash flows.”

In late fiscal 2015, the U.S. government enacted a budget bill that extended the solar commercial investment tax credit (the “Commercial ITC”) under Section 48(c) of the Code and the individual solar investment tax credit under Section 25D of the Code (together with the Commercial ITC, the “ITC”) for five years, at rates gradually decreasing from 30% through 2019 to 22% in 2021. After 2021, the Commercial ITC is retained at 10%. The current administration and Congress passed comprehensive reform of the Code, which resulted in the reduction or elimination of various industry-specific tax incentives in return for an overall reduction in corporate tax rates. For more information about the ITC and other policy mechanisms, please refer to the section titled “Item 1. Business—Regulations—Public Policy Considerations.” For more information about how we avail ourselves of the benefits of public policies and the risks related to public policies, please see the risk factors set forth under the caption “Part I. Item 1A. Risk Factors—Risks Related to Our Sales Channels,” including “—The reduction, modification or elimination of government incentives could cause our revenue to decline and harm our financial results” and “—Existing regulations and policies and changes to these regulations and policies may present technical, regulatory, and economic barriers to the purchase and use of solar power products, which may significantly reduce demand for our products and services.”

Supply

We are focused on delivering complete solutions to customers in all three of our business segments. As part of our complete solution approach, we launched our SunPower Helix product for our Commercial Segment during fiscal 2015 and our SunPower Equinox product for our Residential Segment during fiscal 2016. The Equinox and Helix systems are pre-engineered modular solutions for residential and commercial applications, respectively, that combine our high-efficiency solar module technology with integrated plug-and-play power stations, cable management systems, and mounting hardware that enable our customers to quickly and easily complete system installations and manage their energy production. Our Equinox systems utilize our latest X-Series cell and ACPV technology for residential applications, where we are also expanding our initiatives on storage and Smart Energy solutions. During fiscal 2016 we also launched our new generation technology for our existing Oasis modular solar power blocks for power plant applications. With the addition of these modular solutions in our residential and commercial applications, we are able to provide complete solutions across all end-customer segments. Additionally, we continue to focus on producing our new lower cost, high efficiency P-Series product line, which will enhance our ability to rapidly expand our global footprint with minimal capital cost.

We continue to see significant and increasing opportunities in technologies and capabilities adjacent to our core product offerings that can significantly reduce our customers’ CCOE, including the integration of energy storage and energy management functionality into our systems, and have made investments to realize those opportunities, including our investment in a data-driven Energy Services Management Platform from Tendril, and our partnership with EnerNOC to deploy their Software as a Service energy intelligence software solution to our commercial and power plant customers, enabling our customers to make intelligent energy choices by addressing how they buy energy, how they use energy, and when they use it. We have added advanced module-level control electronics to our portfolio of technology designed to enable longer series strings and significant balance of system components cost reductions in large arrays. We are developing next generation microinverter technology and currently offer solar panels that use microinverters designed to eliminate the need to mount or assemble additional components on the roof or the side of a building and enable optimization and monitoring at the solar panel level to ensure maximum energy production by the solar system. We also continue to work on making combined solar and distributed energy storage solutions broadly commercially available to certain customers in the United States through our agreement to offer Sunverge SIS energy solutions comprising batteries, power electronics, and multiple energy inputs controlled by software in the cloud.

We continue to improve our unique, differentiated solar cell and panel technology. We emphasize improvement of our solar cell efficiency and LCOE and CCOE performance through enhancement of our existing products, development of new products and reduction of manufacturing cost and complexity in conjunction with our overall cost-control strategies. We are now producing our solar cells with over 25% efficiency in the lab, and have reached production panel efficiencies over 24%.

We have reduced our overall solar cell manufacturing output in an ongoing effort to match profitable demand levels, with increasing bias toward our highest efficiency X-Series product platform, which utilizes our latest solar cell technology, and our P-Series product, which utilizes conventional cell technology that we purchase from third parties in low-cost supply chain ecosystems such as China. We previously closed our Fab 2 cell manufacturing facility and our panel assembly facility in the Philippines and are focusing on our latest generation, lower cost panel assembly facilities in Mexico. As part of this realignment, we are reducing our back-contact panel assembly capacity while increasing production of our new P-Series technology.

We are focused on reducing the cost of our solar panels and systems and are working with our suppliers and partners along all steps of the value chain to reduce costs by improving manufacturing technologies and expanding economies of scale. We also continually focus on reducing manufacturing cost and complexity in conjunction with our overall cost-control strategies. We believe that the global demand for solar systems is highly elastic and that our aggressive, but achievable, cost reduction roadmap will reduce installed costs for our customers across all business segments and drive increased demand for our solar solutions.

We also work with our suppliers and partners to ensure the reliability of our supply chain. We have contracted with some of our suppliers for multi-year supply agreements, under which we have annual minimum purchase obligations. For more information about our purchase commitments and obligations, see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Contractual Obligations” and “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 9. Commitments and Contingencies.”

We currently believe our supplier relationships and various short- and long-term contracts will afford us the volume of material and services required to meet our planned output; however, we face the risk that the pricing of our long-term contracts may exceed market value. We purchase our polysilicon under fixed-price long-term supply agreements; purchases under these agreements significantly exceed market value, which may result in inventory write-downs based on expected net realizable value. We have also elected to sell polysilicon inventory in excess of short-term needs to third parties at a loss, and may enter into further similar transactions in future periods. For more information about these risks, please see “—Our long-term, firm commitment supply agreements could result in excess or insufficient inventory, place us at a competitive disadvantage on pricing, or lead to disputes, each of which could impair our ability to meet our cost reduction roadmap, and in some circumstances may force us to take a significant accounting charge” and “—We will continue to be dependent on a limited number of third-party suppliers for certain raw materials and components for our products, which could prevent us from delivering our products to our customers within required timeframes and could in turn result in sales and installation delays, cancellations, penalty payments and loss of market share” under “Part 1. Item 1A. Risk Factors—Risks Related to Our Supply Chain.”

Residential Lease Assets

In conjunction with our efforts to generate more available liquid funds and simplify our balance sheets, we made the decision to sell our interest in the residential lease asset portfolio, which is comprised of assets under operating leases and financing receivables related to sales-type leases, and engaged an external investment banker to assist with our related marketing efforts in the fourth quarter of fiscal 2017. To date, although this transaction is in the early stages and no final decision on any particular structure has yet been reached, we have obtained information from prospective purchasers regarding their expression of interest in a potential transaction. As a result of these events, we determined it was necessary to evaluate the potential for impairment in our ability to recover the carrying amount of our residential lease portfolio. We first performed a recoverability test by estimating future undiscounted net cash flows expected to be generated by the assets based on our own specific alternative courses of action under consideration. The alternative courses were either to sell our interest in the residential lease portfolio or hold the assets until the end of their previously estimated useful lives. Upon consideration of the alternatives, we considered the probability of selling the portfolio and factored the indicative value obtained from a prospective purchaser together with the probability of retaining the portfolio and the

estimated future undiscounted net cash flows expected to be generated by holding the assets until the end of their previously estimated useful lives in the recoverability test.

Based on the test performed, we determined that the estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets and consequently performed an impairment analysis by comparing the carrying value of the assets to their estimated fair value. In estimating the fair value of the residential lease portfolio, we make estimates and judgments we believe reasonable market participants would make in determining the fair value of the residential lease portfolio based on expected future cash flows. The impairment evaluation was based on the income approach and included assumptions for contractual lease rentals, lease expenses, residual value, forecasted default rate over the lease term and discount rates, some of which require significant judgment by management.

In accordance with such evaluation, we recognized a non-cash impairment charge of \$624.3 million as “Impairment of residential lease assets” on the consolidated statement of operations. Due to the fact that the residential lease portfolio assets are held in partnership flip structures with noncontrolling interests, we allocated the portion of the impairment charge related to such noncontrolling interests through the hypothetical liquidation at book value (“HLBV”) method. This allocation resulted in an additional net loss attributable to noncontrolling interests and redeemable controlling interests of \$150.6 million. As a result, the net impairment charges attributable to SunPower stockholders totaled \$473.7 million for the year ended December 31, 2017 and were recorded within the Residential Segment.

The impairment evaluation includes uncertainty because it requires management to make assumptions and to apply judgment to estimate future cash flows and assumptions. If actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, and if and when a divestiture transaction occurs, the details and timing of which are subject to change as the sales and marketing process continue, we may be exposed to additional impairment charges in the future, which could be material to the results of operations.

Projects with Executed Power Purchase Agreements - Not Sold / Not Under Contract

The table below presents significant construction and development projects with executed PPAs, but not sold or under contract as of December 31, 2017:

<u>Project</u>	<u>Location</u>	<u>Size (MW)</u>	<u>Power Purchase Agreement(s)</u>	<u>Expected Substantial Completion of Project¹</u>
Ticul Solar Projects	Mexico	399	Comision Federal Electricidad	2018
Guajiro Solar Project	Mexico	117	Comision Federal Electricidad	2018

¹ Expected completion of revenue recognition assumes transfer of control or completion of construction and sale of the project in the stated fiscal year.

Our project pipeline extends beyond the projects represented in the tables above. Significant projects with development and milestone activities in progress will be excluded from the table above until an associated PPA has been executed.

Components of Results of Operations

The following section describes certain line items in our Consolidated Statements of Operations:

Revenue

We recognize revenue from the following activities and transactions within our end-customer segments:

- *Solar power components:* the sale of panels and balance of system components, primarily to dealers, system integrators and distributors, in some cases on a multi-year, firm commitment basis.
- *Solar power systems:* the design, manufacture, and sale of high-performance rooftop and ground-mounted solar power systems under construction and development agreements.
- *Residential leases:* revenue recognized on systems under lease agreements with residential customers for terms of up to 20 years.
- *Other:* revenue related to our solar power services and solutions, such as post-installation systems monitoring and maintenance in connection with construction contracts and commercial PPAs.

For a discussion of how and when we recognize revenue, see “—Critical Accounting Estimates—Revenue Recognition.”

Cost of Revenue

We generally recognize our cost of revenue in the same period that we recognize related revenue. Our cost of revenue fluctuates from period to period due to the mix of projects that we complete and the associated revenue that we recognize, particularly for construction contracts and large-scale development projects involving real estate. For a discussion of how and when we recognize revenue, see “—Critical Accounting Estimates—Revenue Recognition.”

The cost of solar panels is the single largest cost element in our cost of revenue. Our cost of solar panels consists primarily of: (i) polysilicon, silicon ingots and wafers used in the production of solar cells, (ii) other materials and chemicals including glass, frame, and backing, and (iii) direct labor costs and assembly costs. Other cost of revenue associated with the construction of solar power systems includes real estate, mounting systems, inverters, capitalized financing costs, and construction subcontract and dealer costs. Other factors that contribute to our cost of revenue include salaries and personnel-related costs, depreciation, facilities related charges, freight, as well as charges related to sales of raw material inventory and write-downs on certain solar power development projects when costs exceed expected selling prices.

Gross Margin

Our gross margin each quarter is affected by a number of factors, including average selling prices for our solar power components, the timing and nature of project revenue recognition, the types of projects in progress, the gross margins estimated for those projects in progress, our product mix, our actual manufacturing costs, the utilization rate of our solar cell manufacturing facilities, and actual overhead costs.

Research and Development

Research and development expense consists primarily of salaries and related personnel costs, depreciation of equipment, and the cost of solar panel materials, various prototyping materials, and services used for the development and testing of products. Research and development expense is reported net of contributions under collaborative arrangements.

Sales, General and Administrative

Sales, general and administrative expense consists primarily of salaries and related personnel costs, professional fees, bad debt expenses, and other selling and marketing expenses.

Restructuring

Restructuring expense in fiscal 2017 and 2016 consists mainly of costs associated with our August 2016 and December 2016 restructuring plans aimed to realign our downstream investments, optimize our supply chain, and reduce operating expenses in response to expected near-term challenges. Charges in connection with these plans consist primarily of asset impairments, severance benefits, and lease and related termination costs. For more information, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 8. Restructuring.”

Restructuring expense in fiscal 2015 consists mainly of costs associated with our November 2014 reorganization plan aimed towards realigning resources consistent with SunPower’s global strategy and improving overall operating efficiency and cost structure. Charges in connection with this plan are primarily related to severance benefits. Remaining restructuring costs are related to plans effected in prior fiscal periods. Restructuring activities related to these legacy plans were substantially complete as of December 31, 2017; however, we expect to continue to incur costs as we finalize previous estimates and actions in connection with these plans, primarily due to other costs, such as legal services.

Impairment of residential lease assets

In fiscal 2017, we made the decision to sell our interest in the residential lease portfolio and as a result of this triggering event, determined it was necessary to evaluate the potential for impairment in our ability to recover the carrying amount of the residential lease portfolio. In accordance with such evaluation, we recognized

a non-cash impairment charge on our solar power systems leased and to be leased and an allowance for losses related to financing receivables. For more information, see Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing.”

Other Income (Expense), Net

Interest expense primarily relates to: (i) amortization expense recorded for warrants issued to Total S.A. in connection with the Liquidity Support Agreement, (ii) debt under our senior convertible debentures, (iii) fees for our outstanding letters of credit; (iv) other outstanding bank, residential lease business, and project debt; and (v) impairment of goodwill and equity method investments.

Other, net includes gains or losses on foreign exchange and derivatives as well as gains or losses related to sales and impairments of certain investments.

Income Taxes

The Tax Cuts and Jobs Act was enacted on December 22, 2017. The Act provides for numerous significant tax law changes and modifications including the reduction of the U.S. federal corporate income tax rate from 35% to 21%, the requirement for companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creation of new taxes on certain foreign sourced earnings. In accordance with accounting standard ASC 740, Income Taxes, companies are required to recognize the tax law changes in the period of enactment. However, SAB 118 allows companies to record provisional amounts during a measurement period that is similar to the measurement period used when accounting for business combination. As of December 31, 2017, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax. Since the Tax Act was passed late in the fourth quarter of 2017, and ongoing guidance and accounting interpretation are expected over the next 12 months, we consider the accounting of the transition tax, deferred tax remeasurements, and other items to be incomplete due to the forthcoming guidance and our ongoing analysis of final year-end data and tax positions. We expect to complete our analysis within the measurement period in accordance with SAB 118. For more information, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 13. Income Taxes.”

Deferred tax assets and liabilities are recognized for temporary differences between financial statement and income tax bases of assets and liabilities. Valuation allowances are provided against deferred tax assets when management cannot conclude that it is more likely than not that some portion or all deferred tax assets will be realized.

We currently benefit from income tax holidays incentives in the Philippines in accordance with our registration with the Philippine Economic Zone Authority (“PEZA”). We also benefit from a tax holiday granted by the Malaysian government to our former joint venture AUOSP (now our wholly-owned subsidiary, SunPower Malaysia Manufacturing Sdn. Bhd.) subject to certain hiring, capital spending, and manufacturing requirements. We continue to qualify to be taxed as an auxiliary company in Switzerland and benefit from a reduced tax rate. For additional information see “—Note 1. The Company and Summary of Significant Accounting Policies” and “—Note 13. Income Taxes” under “Item 8. Financial Statements and Supplementary Data.”

For financial reporting purposes, during periods when we were a subsidiary of Cypress, income tax expense and deferred income tax balances were calculated as if we were a separate entity and had prepared our own separate tax return. Effective with the closing of our public offering of common stock in June 2006, we were no longer eligible to file federal and most state consolidated tax returns with Cypress. As of September 29, 2008, Cypress completed a spin-off of all of its shares of our former class B common stock to its shareholders, so we are no longer eligible to file any remaining state consolidated tax returns with Cypress. Under our tax sharing agreement with Cypress, we agreed to pay Cypress for any federal and state income tax credit or net operating loss carryforwards utilized in our federal and state tax returns in subsequent periods that originated while our results were included in Cypress’s federal tax returns.

Equity in Earnings (Loss) of Unconsolidated Investees

Equity in earnings (loss) of unconsolidated investees represents our reportable share of earnings (loss) generated from entities in which we own an equity interest accounted for under the equity method.

Net Loss Attributable to Noncontrolling Interests and Redeemable Noncontrolling Interests

We have entered into facilities with third-party investors under which the parties invest in entities that hold SunPower solar power systems and leases with residential customers. We determined that we hold controlling interests in these less-than-wholly-owned entities and have fully consolidated these entities as a result. The investors were determined to hold noncontrolling interests, some of which are redeemable at the option of the noncontrolling interest holder. We apply the hypothetical liquidation at book value method in allocating recorded net income (loss) to each investor based on the change in the reporting period of the amount of net assets of the entity to which each investor would be entitled to under the governing contractual arrangements in a liquidation scenario.

Results of Operations

Revenue

<u>(In thousands)</u>	<u>Fiscal Year</u>					
	<u>2017</u>	<u>% of total revenue</u>	<u>2016</u>	<u>% of total revenue</u>	<u>2015</u>	<u>% of total revenue</u>
Distributed Generation						
Residential	\$ 622,066	33%	\$ 720,331	28%	\$ 643,520	41%
Commercial	461,932	25%	436,915	17%	277,143	17%
Power Plant	<u>787,815</u>	42%	<u>1,402,316</u>	55%	<u>655,810</u>	42%
Total revenue	<u>\$1,871,813</u>		<u>\$2,559,562</u>		<u>\$1,576,473</u>	

Total Revenue: Our total revenue decreased by 27% during fiscal 2017 as compared to fiscal 2016, primarily due to a decline in the revenue recognized in our Power Plant Segment as we shift away from global power plant development and the number of large-scale solar power projects in our project pipeline has decreased. We recognized the 111 MW El Pelicano and 71 MW Gala projects in the second half of fiscal 2017, compared to several larger utility-scale solar power projects in fiscal 2016. Also contributing to the decrease in overall revenue is the decline in sales of solar power systems and components to customers in our Residential Segment in North America for fiscal 2017, partially offset by stronger sales of solar power systems and components to customers in our Commercial Segment, particularly in North America.

Our total revenue increased by 62% during fiscal 2016 as compared to fiscal 2015, primarily due to increased sales of solar power systems across all Segments and particularly due to revenue recognized on the sale of several utility-scale solar power projects in the Power Plant Segment during the second half of fiscal 2016, such as the 128 MW Henrietta project and the 125 MW Boulder Solar I project.

Concentrations: The Power Plant Segment as a percentage of total revenue recognized was approximately 42% during fiscal 2017, as compared to 55% during fiscal 2016. The revenue for the Power Plant Segment as a percentage of total revenue recognized has decreased as we have shifted our focus away from global power plant development and the number of large-scale solar power projects in our project pipeline has decreased during fiscal 2017.

As Power Plant revenue declined, the Residential Segment, as a percentage of total revenue recognized has increased to approximately 33% during fiscal 2017, as compared to 28% during fiscal 2016.

Sales for the Power Plant Segment as a percentage of total revenue recognized were approximately 55% and 42% during fiscal 2016 and fiscal 2015, respectively. The revenue for the Power Plant Segment as a percentage of total revenue recognized increased primarily due to: (i) an increase in the volume of utility-scale solar power projects sold in fiscal 2016 in our Power Plants Segment and (ii) an increase in the revenue recognized in fiscal 2016 in our Power Plant Segment due to the accounting treatment of certain utility-scale projects as partial sales of real estate as described in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments.”

The table below represents our significant customers that accounted for greater than 10 percent of total revenue in fiscal 2017, 2016, and 2015, respectively.

Revenue	Business Segment	Fiscal Year		
		2017	2016	2015
Significant Customers:				
Actis GP LLP	Power Plant	13%	n/a	n/a
8point3 Energy Partners	Power Plant	*	10%	n/a
Southern Renewable Partnerships, LLC	Power Plant	*	15%	n/a
MidAmerican Energy Holdings Company	Power Plant	n/a	*	14%

* denotes less than 10% during the period

Residential Revenue: Residential revenue decreased 14% during fiscal 2017 as compared to fiscal 2016, primarily due to a decline in the sales of solar power components and systems to our residential customers in North America as well as a decrease in the proportion of capital leases placed in service relative to total leases placed in service under our residential leasing program within the United States.

Residential revenue increased 12% percent during fiscal 2016 as compared to fiscal 2015, primarily due to an increase in sales of residential solar power systems in North America driven by stronger sales through our dealer network, an increase in the number of leases placed in service under our residential leasing program within the United States, and an increase in the proportion of capital leases relative to total leases placed in service.

Commercial Revenue: Commercial revenue increased 6% during fiscal 2017 as compared to fiscal 2016, primarily because of stronger sales of commercial systems in North America in fiscal 2017, partially offset by a decrease in commercial component and system sales in Japan.

Commercial revenue increased 58% during fiscal 2016 as compared to fiscal 2015, primarily because of stronger sales of commercial components and systems in North America due to a favorable policy environment that encouraged investment in renewable energy by commercial customers.

Power Plant Revenue: Power Plant revenue decreased 44% during fiscal 2017 as compared to fiscal 2016, primarily due to the substantial completion of certain large-scale solar power projects and the associated revenue recognition in fiscal 2016, and an overall decrease in the number of large-scale solar power projects in our pipeline as we shift away from global power plant development. In fiscal 2017, we sold the 111 MW El Pelicano and 71 MW Gala projects as compared to several larger utility-scale projects in fiscal 2016.

Power Plant revenue increased 114% during fiscal 2016 as compared to fiscal 2015, respectively, primarily due to: (i) an increase in the volume of utility-scale solar power projects sold in fiscal 2016, primarily in North America, including the 128 MW Henrietta project and the 125 MW Boulder Solar I project, and (ii) the deferral of revenue in fiscal 2015 due to the accounting treatment of certain utility-scale projects as partial sales of real estate as described in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments.”

Cost of Revenue

(In thousands)	Fiscal Year		
	2017	2016	2015
Distributed Generation			
Residential	\$ 544,041	\$ 603,559	\$ 508,449
Commercial	483,095	438,711	259,600
Power Plant	859,948	1,327,326	563,778
Total cost of revenue	<u>\$1,887,084</u>	<u>\$2,369,596</u>	<u>\$1,331,827</u>
Total cost of revenue as a percentage of revenue	101%	93%	84%
Total gross margin percentage	(0.8)%	7%	16%

Total Cost of Revenue: Our total cost of revenue decreased 20% during fiscal 2017 as compared to fiscal 2016 primarily as a result of a decline in volume of large scale project sales, offset by the charge recorded in fiscal 2017 in connection with a legal settlement related to certain tax indemnification obligations pertaining to SunPower Systems’ sale of a large California solar project to NRG Solar LLC, now known as NRG Renew LLC (“NRG”), charges totaling \$72.5 million recorded in connection with the contracted sale of raw material inventory to third parties, charges totaling \$38.2 million in connection with the sale of raw material to suppliers, and additional write-downs totaling \$8.3 million on certain solar power development projects in fiscal 2017, which were the result of our above-market cost of polysilicon and lower expected selling prices of our projects. We also experienced an increase to cost of revenue due to \$8.3 million of inventory write-downs as a result of lower net realizable value driven by lower pricing assumptions, higher manufacturing costs, higher third-party cell costs as well as pre-operating costs associated with the ramp of our P-Series product.

Our total cost of revenue increased 78% during fiscal 2016 as compared to fiscal 2015, primarily as a result of the increase in the recognition of revenue and corresponding costs of certain large-scale solar power systems within the United States during fiscal 2016, as well as write-downs totaling \$46.2 million on certain solar power development projects during fiscal 2016. The increase in total cost of revenue during 2016 was also a result of charges totaling \$58.2 million recorded in fiscal 2016 in connection with the contracted sale of raw material inventory to third parties.

Gross Margin

	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Distributed Generation			
Residential	13%	16%	21%
Commercial	(5)%	0%	6%
Power Plant	(9)%	5%	14%

Residential Gross Margin: Gross margin for our Residential Segment decreased three percentage points during fiscal 2017 as compared to fiscal 2016, primarily as a result of declining average selling prices in North America and Japan.

Gross margin for our Residential Segment decreased five percentage points during fiscal 2016 as compared to fiscal 2015, as a result of declining average selling prices in Japan, where a reduction in the country’s feed-in tariff during the last half of fiscal 2015 continued to reduce demand for solar power systems and the volatility of the value of the Japanese Yen reduced demand for imported goods in general, partially offset by an increased volume of sales with favorable margins for residential leases and higher average selling prices for residential components and systems in North America. The decrease in gross margin during 2016 was also a result of charges totaling \$15.2 million recorded in fiscal 2016 in connection with the contracted sale of raw material inventory to third parties, as compared to a similar charge of \$10.9 million recorded in fiscal 2015.

Commercial Gross Margin: Gross margin for our Commercial Segment decreased five percentage points during fiscal 2017 as compared to fiscal 2016, primarily because of pricing pressures on sales of solar power systems due to factors such as an increase in the internal rate of return expected by our customers in light of market conditions. In addition, there were charges of \$24.7 million in connection with the contracted sale of raw material inventory to third parties, and a \$4.6 million in connection with the sale of raw material to suppliers, both of which were the result of our above-market cost of polysilicon and the lower expected selling prices of our projects during fiscal 2017.

Gross margin for our Commercial Segment decreased six percentage points during fiscal 2016 as compared to fiscal 2015, primarily because of pricing pressures on sales of solar power systems due to factors such as an increase in the internal rate of return expected by our customers in light of market conditions, as well as declining average selling prices in Japan, where a reduction in the country’s feed-in tariff during the during the last half of fiscal 2015 continued to reduce demand for solar power systems and the volatility of the value of the Japanese Yen reduced demand for imported goods in general. The decrease in gross margin during 2016 was also a result of charges totaling \$12.5 million recorded in fiscal 2016 in connection with the contracted sale of raw material inventory to third parties, as compared to a similar charge of \$5.7 million recorded in fiscal 2015.

Power Plant Gross Margin: Gross margin for our Power Plant Segment decreased 14 percentage points during fiscal 2017 as compared to fiscal 2016, primarily because we experienced pressure on project pricing due to increased global competition and other factors, including an increase in the internal rate of return expected by our customers in light of market conditions. In addition, we had a \$33.6 million charge in connection with the sale of raw material to suppliers, \$30.7 million charge in connection with the contracted sales of raw material inventory to third parties and additional write-downs totaling \$8.3 million on certain solar power development projects in fiscal 2017, all as a result of our above-market cost of polysilicon and lower expected selling prices of our projects. Furthermore, we recorded a \$8.3 million charge to write-down inventory to its net realizable value as a result of lower pricing assumptions, higher manufacturing costs, increased third-party cell costs as well as pre-operating costs associated with the ramp of our P-Series product. The decrease in gross margin was also a result of the charge to cost of revenue impacting our Power Plant Segment which we recorded in the first quarter of fiscal 2017 in connection with a legal settlement related to NRG.

Gross margin for our Power Plant Segment decreased nine percentage points during fiscal 2016 as compared to fiscal 2015 primarily because we experienced pressure on project pricing due to increased global competition and other factors, including an increase in the internal rate of return expected by our customers in light of market conditions, which led to write-downs totaling \$46.2 million in fiscal 2016 on certain solar power development projects. The decrease in gross margin during 2016 was also a result of charges totaling \$30.5 million recorded in fiscal 2016 in connection with the contracted sale of raw material inventory to third parties, as compared to a similar charge of \$16.1 million recorded in fiscal 2015.

Research and Development (“R&D”)

<u>(In thousands)</u>	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
R&D	\$80,785	\$116,130	\$99,063
As a percentage of revenue	4%	5%	6%

R&D expense decreased \$35.3 million during fiscal 2017 as compared to fiscal 2016, primarily due to a decrease in labor costs as a result of reductions in headcount and salary expenses driven by our August 2016 and December 2016 restructuring plans, as well as decreases in other expenses such as materials, consulting and outside services as we have completed certain development activities.

R&D expense increased \$17.1 million in fiscal 2016 as compared to fiscal 2015, primarily due to an increase in labor costs as a result of additional headcount and salary related expenses, as well as an increase in other net expenses such as materials, consulting and outside services as we continue to develop our next generation solar technology and expand our product offering. The remaining increase was a result of other net expenses to support R&D programs as well as amortization of intangible assets attributable to R&D activity.

Sales, General and Administrative (“SG&A”)

<u>(In thousands)</u>	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
SG&A	\$277,033	\$329,061	\$345,486
As a percentage of revenue	15%	13%	22%

SG&A expense decreased \$52.0 million during fiscal 2017 as compared to fiscal 2016, primarily due to decreased marketing activity in North America and through digital media, a decrease in labor costs as a result of reductions in headcount and salary expenses driven by our August 2016 and December 2016 restructuring plans, a reduction in legal costs due to the settlement of certain legal proceedings, and a decrease in other non-cash charges.

SG&A expense decreased \$16.4 million in fiscal 2016 as compared to fiscal 2015 primarily due to labor savings resulting from our August 2016 and December 2016 restructuring plans, as well as a decrease in stock-based compensation expense attributable to SG&A functions. The decrease was partially offset by an increase in marketing activity for residential and commercial products in North America and through digital media, as well as increased other costs related to ongoing legal proceedings and non-cash charges primarily related to depreciation and the amortization and disposition of intangible assets.

Restructuring Charges

(In thousands)	Fiscal Year		
	2017	2016	2015
Restructuring charges	\$21,045	\$207,189	\$6,391
As a percentage of revenue	1%	8%	0%

Restructuring charges decreased \$186.1 million during fiscal 2017 as compared to fiscal 2016, primarily because we incurred severance, legal, advisory, and other expenses related to our August 2016 and December 2016 restructuring plans in fiscal 2016. See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 8. Restructuring” for further information regarding our restructuring plans. As a result of the August 2016 and December 2016 restructuring plans, we expected to generate annual cost savings of approximately \$40.0 million in cost of revenue, \$28.0 million in sales, general and administrative expenses, and \$12.0 million in research and development, which were expected to be cash savings, primarily from a reduction in global workforce, with effects beginning the first quarter of fiscal 2017. Actual savings realized may, however, differ if our assumptions are incorrect or if other unanticipated events occur.

Restructuring charges increased \$200.8 million during fiscal 2016 as compared to fiscal 2015 due to our August 2016 and December 2016 restructuring plans, \$166.7 million of which consisted of non-cash charges related to asset impairments. The remaining charges were primarily related to severance benefits and lease and related termination costs.

See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 8. Restructuring” for further information regarding our restructuring plans.

Impairment of residential lease assets

(In thousands)	Fiscal Year		
	2017	2016	2015
Impairment of residential lease assets	\$624,335	\$—	\$—
As a percentage of revenue	33%	0%	0%

In the fourth quarter of fiscal 2017, in conjunction with our efforts to generate more available liquid funds in the near-term, we made the decision to sell our interest in the residential lease portfolio. As a result, we determined it was necessary to evaluate our residential lease portfolio for potential impairment. As a result of our evaluation, we recognized a non-cash impairment charge of \$624.3 million as “Impairment of residential lease assets” on the consolidated statements of operations. See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing.”

Other Income (Expense), Net

(In thousands)	Fiscal Year		
	2017	2016	2015
Interest income	\$ 2,100	\$ 2,652	\$ 2,120
Interest expense	(89,754)	(60,735)	(43,796)
Gain on settlement of preexisting relationships in connection with acquisition	—	203,252	—
Loss on equity method investment in connection with acquisition	—	(90,946)	—
Goodwill impairment	—	(147,365)	—
Other, net	(10,941)	(9,039)	5,659
Other expense, net	\$(98,595)	\$(102,181)	\$(36,017)
As a percentage of revenue	(5)%	(4)%	(2)%

Other expense, net decreased \$3.6 million, in fiscal 2017 as compared to fiscal 2016, primarily driven a net aggregate charge of \$35.1 million in fiscal 2016 related to our AUOSP acquisition, an impairment of our equity method investment in AUOSP, and impairment of goodwill, all of which occurred in the third quarter of fiscal 2016. For more information on these transactions, see “—Note 3. Business Combinations” and “—Note 4. Goodwill and Other Intangible Assets” in “Item 8. Financial Statements and Supplementary Data.” The decrease

was offset by an increase of \$29.6 million in interest expense, primarily related to our residential lease business, and \$8.6 million write-down of one of our equity method investments.

Other expense, net increased \$66.2 million, in fiscal 2016 as compared to fiscal 2015, primarily driven by a \$147.4 million expense related to the impairment of goodwill and a \$90.9 million expense related to the impairment of our equity method investment in AUOSP, partially offset by a \$203.3 million gain recognized on the termination of our preexisting relationships upon completing our acquisition of AUOSP, all of which occurred in the third quarter of fiscal 2016. For more information on these transactions, see “—Note 3. Business Combinations” and “—Note 4. Goodwill and Other Intangible Assets” in “Item 8. Financial Statements and Supplementary Data.”

The remainder of the increase in Other expense, net was driven by the gain recognized on the sale of a residential lease portfolio to 8point3 Energy Partners during fiscal 2015 which did not recur in fiscal 2016, an increase in interest expense in fiscal 2016 due to the issuance of the 4.00% debentures due 2023 late in the fourth quarter of fiscal 2015, and additional interest incurred on financing activities related to our residential lease business in fiscal 2016, as well as unfavorable changes in the fair value of foreign currency derivatives and other net expenses.

Income Taxes

(In thousands)	Fiscal Year		
	2017	2016	2015
Benefit from (provision for) income taxes	\$3,943	\$(7,319)	\$(66,694)
As a percentage of revenue	0%	0%	(4)%

In fiscal 2017, our income tax benefit of \$3.9 million on a loss before income taxes and equity in earnings of unconsolidated investees of \$1,117.1 million, was primarily due to the related tax effects of the carryback of fiscal 2016 net operating losses to fiscal 2015 domestic tax returns offset by tax expense in profitable jurisdictions, whereas the income tax provision of \$7.3 million in fiscal 2016 on a loss before income taxes and equity in earnings of unconsolidated investees of \$564.6 million, was due to tax expense in profitable jurisdictions, recognition of U.S. prepaid income tax due to intercompany transactions, settlement of foreign audits, and provision to return adjustments in U.S. and foreign jurisdictions.

The Tax Cuts and Jobs Act was enacted on December 22, 2017. The Act provides for numerous significant tax law changes and modifications including the reduction of the U.S. federal corporate income tax rate from 35% to 21%, the requirement for companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, and creation of new taxes on certain foreign sourced earnings.

In accordance with ASC 740 “Income Taxes,” companies are required to recognize the tax law changes in the period of enactment. However, SAB 118 allows companies to record provisional amounts during a measurement period that is similar to the measurement period used when accounting for business combination. As of December 31, 2017, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax.

The one-time transition tax is based on our total post-1986 earnings and profits (“E&P”) that we previously deferred from U.S. income taxes. We recorded a provisional amount for the one-time transition tax of our foreign subsidiaries resulting in a reduction of \$161.9 million of net operating losses carryforward to future years. We have not finalized our calculation of total post-1986 E&P for these foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when we finalize the calculation of the post-1986 E&P previously deferred from U.S. federal taxation and finalize the amounts held in cash or other specified assets. No additional income taxes and foreign withholding taxes have been provided for any remaining undistributed foreign earnings not subject to transition tax, or any additional outside basis difference inherent in these entities, as these amounts continue to be indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practicable.

As a result of the reduction of the corporate income tax rate to 21%, U.S. GAAP requires companies to remeasure their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted

for in the period of enactment. The Company remeasured deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future. The provisional amount recorded for the remeasurement and resulting write-down of the deferred tax balance was \$246.4 million. The change in our deferred tax balances had a corresponding change to our valuation allowance thereby resulting to no income tax expense for the period. However, we are still analyzing aspects of the Act and refining our calculations, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts.

In fiscal 2016, our income tax provision of \$7.3 million, on a loss before income taxes and equity in earnings of unconsolidated investees of \$564.6 million, was primarily due to tax expense in profitable jurisdictions, the amortization of U.S. prepaid income tax related to intercompany transactions, offset by tax benefits from provision to return adjustments in U.S. and foreign jurisdictions and realization of the tax benefit related to net operating losses that are eligible to be claimed as a refund on the prior year U.S. tax returns.

We adopted the guidance under ASU 2016-09 “Improvements to Employee Share-Based Payment Accounting” in the first quarter of fiscal 2017 and as a result, excess tax benefits from share-based award activity for fiscal 2017 are reflected as a reduction of the provision for income taxes whereas previously they were recognized in equity. We also early adopted the guidance under ASU 2016-16 “Intra-Entity Transfers of Assets Other than Inventory” in the first quarter of fiscal 2017 and as a result, tax effects of intercompany transactions are recognized when the transfers occur whereas they were previously deferred and amortized. For additional information related to the adoption of the updated accounting guidance, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 1. The Company and Summary of Significant Accounting Policies.”

A material amount of our total revenue is generated from customers located outside of the United States, and a substantial portion of our assets and employees are located outside of the United States. Because of the one-time transition tax related to the Act, the accumulated foreign earnings are deemed to have been taxed and are no longer subject to the U.S. federal deferred tax liability. Foreign withholding taxes have not been provided on the undistributed earnings of our non-U.S. subsidiaries earnings and these are intended to be indefinitely reinvested in operations outside the United States.

We record a valuation allowance to reduce our deferred tax assets in the U.S., France, South Africa and Spain to the amount that is more likely than not to be realized. In assessing the need for a valuation allowance, we consider historical levels of income, expectations and risks associated with the estimates of future taxable income and ongoing prudent and feasible tax planning strategies. In the event we determine that we would be able to realize additional deferred tax assets in the future in excess of the net recorded amount, or if we subsequently determine that realization of an amount previously recorded is unlikely, we would record an adjustment to the deferred tax asset valuation allowance, which would change income tax in the period of adjustment.

Equity in Earnings of Unconsolidated Investees

<u>(In thousands)</u>	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Equity in earnings of unconsolidated investees	\$20,211	\$28,070	\$9,569
As a percentage of revenue	1%	1%	1%

Our equity in earnings of unconsolidated investees decreased \$7.9 million in fiscal 2017, compared to fiscal 2016, primarily due to the absence of our share of equity in earnings of unconsolidated investees during fiscal 2017 that was included in fiscal 2016 from our then equity method investment in AUOSP, which we acquired and subsequently consolidated late in the third quarter of fiscal 2016 (see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments”). The decrease in net earnings was partially offset by an increase in our share of the equity in earnings generated by the activities of the 8point3 Group during fiscal 2017 and a decrease in our share of the equity in loss of unconsolidated investees from our investment in CCPV during fiscal 2017.

Our equity in earnings of unconsolidated investees increased \$18.5 million in fiscal 2016, compared to fiscal 2015, primarily due to our share of the earnings generated by the activities of the 8point3 Group during fiscal 2016 as well as our share of the earnings generated by the activities of our former joint venture AUOSP during fiscal 2016 prior to the acquisition and subsequent consolidation of AUOSP on September 29, 2016. For more

information on the acquisition of AUOSP, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 3. Business Combinations.”

Net Income (Loss)

(In thousands)	Fiscal Year		
	2017	2016	2015
Net income (loss).....	\$(1,092,910)	\$(543,844)	\$(299,436)

Net loss increased by \$549.1 million in fiscal 2017 as compared to fiscal 2016. The increase in net loss was primarily driven by a decrease in gross margin of \$205.2 million, as a result of the charge to cost of revenue which we recorded in the first quarter of fiscal 2017. We recorded this charge in connection with a legal accrual related to the NRG matter, as well as \$38.2 million in inventory write-downs and additional write-downs totaling \$8.3 million on certain solar power development projects during fiscal 2017, due to pricing pressure on projects attributable to increased global competition and other factors, including an increase in the internal rate of return expected by our customers, our above-market cost of polysilicon charges totaling \$72.5 million recorded in connection with the contracted sale of raw material inventory to third parties and \$8.3 million of inventory write-downs as a result of higher manufacturing costs and pre-operating costs associated with the ramp of our P-Series product. In addition, operating expense increased by \$350.8 million in connection to an impairment charge of \$624.3 million related to residential lease assets as a result of our decision to sell our interest in the residential lease portfolio, offset by \$52.0 million decrease primarily due to decreased marketing activity in North America and through digital media, a decrease in labor costs as a result of reductions in headcount and salary expenses driven by our August 2016 and December 2016 restructuring plans, a reduction in legal costs due to the settlement of certain legal proceedings, a reduction in both cash and non-cash compensation expenses, and a decrease in other non-cash charges. See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing.” The increase in net loss was further offset by: (i) a \$35.3 million decrease in R&D expense due to a decrease in labor costs as a result of reductions in headcount and salary expenses driven by our August 2016 and December 2016 restructuring plans, as well as decreases in other expenses such as materials, consulting and outside services as we have completed certain development activities, (ii) an \$186.1 million decrease in restructuring expense primarily because we incurred severance, legal, advisory, and other expenses related to our August 2016 restructuring plan in fiscal 2016, (iii) a \$3.6 million decrease in other expense, primarily driven by net aggregate charge of \$35.1 million in fiscal 2016 related to our AUOSP acquisition, impairment of equity method investment in AUOSP, and impairment of goodwill, all of which occurred in the third quarter of fiscal 2016. The decrease was offset by an increase of \$29.6 million in interest expense, primarily related to our residential lease business, and \$8.6 million write-down of one of our equity method investments, and (iv) an \$11.3 million decrease in provision for income taxes was primarily due to a current quarter tax benefit from the carryback of fiscal 2016 net operating losses to the fiscal 2015 domestic tax returns, decrease in projected tax expense in profitable jurisdictions, and the absence of recognition of U.S. prepaid income tax due to intercompany transactions.

Net loss increased by \$244.4 million in fiscal 2016 as compared to fiscal 2015. The increase in net loss was primarily driven by: (i) a \$200.8 million increase in restructuring expense related to our August 2016 and December 2016 restructuring plans, (ii) a \$66.2 million increase in other expense, net primarily driven by the impairment of goodwill and the loss on our equity method investment in our former joint venture AUOSP during fiscal 2016 (partially offset by the settlement of preexisting relationships with AUOSP), a gain recognized on the sale of a residential lease portfolio to 8point3 Energy Partners during fiscal 2015 which did not recur in fiscal 2016, an overall increase in interest expense in fiscal 2016 due to the issuance of our 4.00% debentures late in the fourth quarter of fiscal 2015 and additional interest incurred on financing activities related to our residential lease business, and unfavorable changes in the fair value of foreign currency derivatives and other net expenses, (iii) a decrease in gross margin of \$54.7 million primarily driven by charges totaling \$58.2 million recorded in fiscal 2016 in connection with the contracted sale of raw material inventory to third parties, partially offset by a similar charge of \$32.7 million in fiscal 2015, write-downs totaling \$46.2 million on certain solar power development projects during fiscal 2016 that were based on the estimated selling price of such projects, and by declines in the margins of our Residential and Commercial Segments due to lower average selling prices in some markets, and (iv) a \$0.6 million net increase in operating expenses due to increased marketing spend and increased R&D headcount, mostly offset by a reduction in total labor costs and stock-based compensation expense in SG&A functions resulting from our August 2016 and December 2016 restructuring plans. The

increase in net loss was partially offset by: (i) a \$59.4 million decrease in provision for income taxes primarily due to a shift from domestic taxable income to domestic taxable loss which reduced the overall tax provision in the period and (ii) a \$18.5 million increase in our equity in earnings of unconsolidated investees due to the activities of the 8point3 Group during fiscal 2016 and the activities at our former AUOSP joint venture prior to our acquisition of AUOSP.

Information about other significant variances in our results of operations is described above.

Net Loss Attributable to Noncontrolling Interests and Redeemable Noncontrolling Interests

<u>(In thousands)</u>	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	\$241,747	\$72,780	\$112,417

We have entered into facilities with third-party tax equity investors under which the investors invest in a structure known as a partnership flip. We determined that we hold controlling interests in these less-than-wholly-owned entities and therefore we have fully consolidated these entities. We apply the hypothetical liquidation at book value method in allocating recorded net income (loss) to each investor based on the change in the reporting period, of the amount of net assets of the entity to which each investor would be entitled to under the governing contractual arrangements in a liquidation scenario.

In fiscal 2017, 2016, and 2015 we attributed \$241.7 million, \$72.8 million and \$112.4 million, respectively, of net losses primarily to the third-party investors as a result of allocating certain assets, including tax credits and accelerated tax depreciation benefits, to the investors. The \$168.9 million increase in net loss attributable to noncontrolling interests and redeemable noncontrolling interests is primarily attributable to the allocated portion of the impairment charge related to our residential lease assets of \$150.6 million (See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing”), and an increase in total number of leases placed in service under new and existing facilities with third-party investors.

The \$39.6 million decrease in net loss attributable to noncontrolling interests and redeemable noncontrolling interests in fiscal 2016, as compared to fiscal 2015, is primarily attributable to a decrease in income per watt for leases placed in service under new facilities executed with third-party investors, partially offset by an increase in total number of leases placed in service under new and existing facilities with third-party investors.

Critical Accounting Estimates

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles, which requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenues, and expenses recorded in our financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions. In addition to our most critical estimates discussed below, we also have other key accounting policies that are less subjective and, therefore, judgments involved in their application would not have a material impact on our reported results of operations (See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 1. The Company and Summary of Significant Accounting Policies”).

Revenue Recognition

Solar Power Components

We sell our solar panels and balance of system components primarily to dealers, system integrators and distributors, and recognize revenue, net of accruals for estimated sales returns, when persuasive evidence of an arrangement exists, delivery of the product has occurred, title and risk of loss has passed to the customer, the sales price is fixed or determinable, collectability of the resulting receivable is reasonably assured and the risks and rewards of ownership have passed to the customer. Other than standard warranty obligations, there are no rights of return and there are no significant post-shipment obligations, including installation, training, or customer acceptance clauses, with any of our customers that could have an impact on revenue recognition. Our revenue recognition policy is consistent across all geographic areas and end-customer segments.

Construction Contracts

Revenue is also composed of EPC projects which are governed by customer contracts that require us to deliver functioning solar power systems and are generally completed within three to twelve months from commencement of construction. Construction on large projects may be completed within eighteen to thirty-six months, depending on the size and location. We recognize revenue from fixed-price construction contracts, which do not include land or land rights, using the percentage-of-completion method of accounting. Under this method, revenue arising from fixed price construction contracts is recognized as work is performed based on the percentage of incurred costs to estimated total forecasted costs.

Incurred costs used in our percentage-of-completion calculation include all direct material, labor and subcontract costs, and those indirect costs related to contract performance, such as indirect labor, supplies, and tools. Project material costs are included in incurred costs when the project materials have been installed by being permanently attached or fitted to the solar power system as required by the project's engineering design.

In addition to an EPC deliverable, a limited number of arrangements also include multiple deliverables such as post-installation systems monitoring and maintenance. For contracts with separately priced monitoring and maintenance, we recognize revenue related to such separately priced elements over the contract period. For contracts including monitoring and maintenance not separately priced, we determined that post-installation systems monitoring and maintenance qualify as separate units of accounting. Such post-installation monitoring and maintenance are deferred at the time the contract is executed based on the best estimate of selling price on a standalone basis and are recognized to revenue over the contractual term. The remaining EPC revenue is recognized on a percentage-of-completion basis.

In addition, when arrangements include contingent revenue clauses, such as customer termination or put rights for non-performance, we defer the contingent revenue if there is a reasonable possibility that such rights or contingencies may be triggered. In certain limited cases, we could be required to buy-back a customer's system at fair value on specified future dates if certain minimum performance thresholds are not met for specified periods. To date, no such repurchase obligations have been triggered (see "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 9. Commitments and Contingencies").

Provisions for estimated losses on uncompleted contracts, if any, are recognized in the period in which the loss first becomes probable and reasonably estimable. Contracts may include profit incentives such as milestone bonuses. These profit incentives are included in the contract value when their realization is reasonably assured.

Development Projects

We develop and sell solar power plants which generally include the sale or lease of related real estate. Revenue recognition for these solar power plants require adherence to specific guidance for real estate sales, which provides that if we execute a sale of land in conjunction with an EPC contract requiring the future development of the property, we recognize revenue and the corresponding costs under the full accrual method when all of the following requirements are met: the sale is consummated, the buyer's initial and any continuing investments are adequate, the resulting receivables are not subject to subordination, the future costs to develop the property can be reasonably estimated, we have transferred the customary risk and rewards of ownership to the buyer, and we do not have prohibited continuing involvement with the property or the buyer. In general, a sale is consummated upon the execution of an agreement documenting the terms of the sale and receipt of a minimum initial payment by the buyer to substantiate the transfer of risk to the buyer. Depending on the value of the initial and continuing investment of the buyer, and provided the recovery of the costs of the solar power plant are assured if the buyer defaults, we may defer revenue and profit during construction by aligning our revenue recognition and release of deferred project costs to cost of sales with the receipt of payment from the buyer. At the time we have unconditionally received payment from the buyer, revenue is recognized and deferred project costs are released to cost of sales at the same rate of profit estimated throughout the construction of the project. Further, in situations where we have a noncontrolling equity interest in the buyer, we may defer all or a portion of our revenue or profit in accordance with specific guidance for partial sales of real estate.

We have determined that our standard product and workmanship warranties do not represent prohibited forms of continuing involvement that would otherwise preclude revenue recognition as these warranties do not result in the retention of substantial risks or rewards of ownership or result in a seller guarantee as described in real estate accounting guidance. Similarly, we have determined that when we provide post-installation monitoring and maintenance services and associated system output performance warranties to customers of projects that

include the sale or lease of real estate, these are not forms of prohibited continuing involvement since the terms and conditions of the post-installation monitoring and maintenance services are commensurate with market rates, control over the right to terminate the post-installation monitoring and maintenance contract and associated system output performance warranties rests with the customer since the customer has the right to terminate for convenience, and the terms and conditions for the system output performance warranties do not result in any additional services or efforts by us or in the retention of ownership risks outside of our control.

Residential Leases

We offer a solar lease program, in partnership with third-party financial institutions, which allows our residential customers to obtain SunPower systems under lease agreements for terms of up to 20 years. Leases are classified as either operating- or sales-type leases in accordance with the relevant accounting guidelines, which involve making a variety of estimates, including the fair value and residual value of leased solar power systems. Changes in these estimates can have a significant impact on the related accounting results, including the relative proportion of leases classified as operating- or sales-type leases.

For those systems classified as sales-type leases, the net present value of the minimum lease payments, net of executory costs, is recognized as revenue when the lease is placed in service. This net present value as well as the net present value of the residual value of the lease at termination are recorded as receivables in our Consolidated Balance Sheets. The difference between the initial net amounts and the gross amounts are amortized to revenue over the lease term using the interest method. The residual values of our solar systems are determined at the inception of the lease by applying an estimated system fair value at the end of the lease term.

For those systems classified as operating leases, rental revenue is recognized, net of executory costs, on a straight-line basis over the term of the lease.

Impairment of Residential Lease Assets

In conjunction with our efforts to generate more available liquid funds and simplify our balance sheets, we made the decision to sell our interest in the residential lease asset portfolio, which is comprised of assets under operating leases and financing receivables related to sales-type leases, and engaged an external investment banker to assist with our related marketing efforts in the fourth quarter of fiscal 2017. To date, although this transaction is in the early stages and no final decision on any particular structure has yet been reached, we have obtained information from prospective purchasers regarding their expression of interest in a potential transaction. As a result of these events, we determined it was necessary to evaluate the potential for impairment in our ability to recover the carrying amount of our residential lease portfolio. We first performed a recoverability test by estimating future undiscounted net cash flows expected to be generated by the assets based on our own specific alternative courses of action under consideration. The alternative courses were either to sell our interest in the residential lease portfolio or hold the assets until the end of their previously estimated useful lives. Upon consideration of the alternatives, we considered the probability of selling the portfolio and factored the indicative value obtained from a prospective purchaser together with the probability of retaining the portfolio and the estimated future undiscounted net cash flows expected to be generated by holding the assets until the end of their previously estimated useful lives in the recoverability test.

Based on the test performed, we determined that the estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets and consequently performed an impairment analysis by comparing the carrying value of the assets to their estimated fair value. In estimating the fair value of the residential lease portfolio, we make estimates and judgments we believe reasonable market participants would make in determining the fair value of the residential lease portfolio based on expected future cash flows. The impairment evaluation was based on the income approach and included assumptions for contractual lease rentals, lease expenses, residual value, forecasted default rate over the lease term and discount rates, some of which require significant judgment by management.

The impairment evaluation includes uncertainty because it requires management to make assumptions and to apply judgment to estimate future cash flows and assumptions. If actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, and if and when a divestiture transaction occurs, the details and timing of which are subject to change as the sales and marketing process continue, we may be exposed to additional impairment charges in the future, which could be material to the results of operations.

Allowance for Doubtful Accounts and Sales Returns

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. A considerable amount of judgment is required to assess the likelihood of the ultimate realization of accounts receivable. We make our estimates of the collectability of our accounts receivable by analyzing historical bad debts, specific customer creditworthiness and current economic trends.

In addition, at the time revenue is recognized from the sale of solar panels and balance of system components, we record estimates for sales returns which reduce revenue. These estimates are based on historical sales returns and analysis of credit memo data, among other known factors.

Warranty Reserves

We generally provide a 25-year standard warranty for our solar panels that we manufacture for defects in materials and workmanship. The warranty provides that we will repair or replace any defective solar panels during the warranty period. In addition, we pass through to customers long-term warranties from the original equipment manufacturers of certain system components, such as inverters. Warranties of 25 years from solar panel suppliers are standard in the solar industry, while certain system components carry warranty periods ranging from five to 20 years.

In addition, we generally warrant our workmanship on installed systems for periods ranging up to 25 years and also provide a separate system output performance warranty to customers that have subscribed to our post-installation monitoring and maintenance services which expires upon termination of the post-installation monitoring and maintenance services related to the system. The warranted system output performance level varies by system depending on the characteristics of the system and the negotiated agreement with the customer, and the level declines over time to account for the expected degradation of the system. Actual system output is typically measured annually for purposes of determining whether warranted performance levels have been met. The warranty excludes system output shortfalls attributable to force majeure events, customer curtailment, irregular weather, and other similar factors. In the event that the system output falls below the warranted performance level during the applicable warranty period, and provided that the shortfall is not caused by a factor that is excluded from the performance warranty, the warranty provides that we will pay the customer a liquidated damage based on the value of the shortfall of energy produced relative to the applicable warranted performance level.

We maintain reserves to cover the expected costs that could result from these warranties. Our expected costs are generally in the form of product replacement or repair. Warranty reserves are based on our best estimate of such costs and are recognized as a cost of revenue. We continuously monitor product returns for warranty failures and maintain a reserve for the related warranty expenses based on various factors including historical warranty claims, results of accelerated lab testing, field monitoring, vendor reliability estimates, and data on industry averages for similar products. Due to the potential for variability in these underlying factors, the difference between our estimated costs and our actual costs could be material to our consolidated financial statements. If actual product failure rates or the frequency or severity of reported claims differ from our estimates or if there are delays in our responsiveness to outages, we may be required to revise our estimated warranty liability. Historically, warranty costs have been within management's expectations.

Valuation of Inventories

Inventories are accounted for on a first-in-first-out basis and are valued at the lower of cost or net realizable value. We evaluate the realizability of our inventories, including future purchase commitments under fixed-price long-term supply agreements, based on assumptions about expected demand and market conditions. Our assumption of expected demand is developed based on our analysis of bookings, sales backlog, sales pipeline, market forecast and competitive intelligence. Our assumption of expected demand is compared to available inventory, production capacity, future polysilicon purchase commitments, available third-party inventory and growth plans. Our factory production plans, which drive materials requirement planning, are established based on our assumptions of expected demand. We respond to reductions in expected demand by temporarily reducing manufacturing output and adjusting expected valuation assumptions as necessary. In addition, expected demand by geography has changed historically due to changes in the availability and size of government mandates and economic incentives.

We evaluate the terms of our long-term inventory purchase agreements with suppliers for the procurement of polysilicon, ingots, wafers, and solar cells and establish accruals for estimated losses on adverse purchase commitments as necessary, such as lower of cost or net realizable value adjustments, forfeiture of advanced deposits and liquidated damages. Obligations related to non-cancellable purchase orders for inventories match current and forecasted sales orders that will consume these ordered materials and actual consumption of these ordered materials are compared to expected demand regularly. We anticipate total obligations related to long-term supply agreements for inventories will be realized because quantities are less than management's expected demand for its solar power products over a period of years; however, if raw materials inventory balances temporarily exceed near-term demand, we may elect to sell such inventory to third parties to optimize working capital needs. In addition, because the purchase prices required by our long-term polysilicon agreements are significantly higher than current market prices for similar materials, if we are not able to profitably utilize this material in our operations or elect to sell near-term excess, we may incur additional losses. Other market conditions that could affect the realizable value of our inventories and are periodically evaluated by management include the aging of inventories on hand, historical inventory turnover ratio, anticipated sales price, new product development schedules, the effect new products might have on the sale of existing products, product obsolescence, customer concentrations, the current market price of polysilicon as compared to the price in our fixed-price arrangements, and product merchantability, among other factors. If, based on assumptions about expected demand and market conditions, we determine that the cost of inventories exceeds its net realizable value or inventory is excess or obsolete, or we enter into arrangements with third parties for the sale of raw materials that do not allow us to recover our current contractually committed price for such raw materials, we record a write-down or accrual, which may be material, equal to the difference between the cost of inventories and the estimated net realizable value. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required that could negatively affect our gross margin and operating results. If actual market conditions are more favorable, we may have higher gross margin when products that have been previously written down are sold in the normal course of business.

Stock-Based Compensation

We provide stock-based awards to our employees, executive officers and directors through various equity compensation plans including our employee stock option and restricted stock plans. We measure and record compensation expense for all stock-based payment awards based on estimated fair values. The fair value of restricted stock awards and units is based on the market price of our common stock on the date of grant. We have not granted stock options since fiscal 2008. We are required under current accounting guidance to estimate forfeitures at the date of grant. Our estimate of forfeitures is based on our historical activity, which we believe is indicative of expected forfeitures. In subsequent periods if the actual rate of forfeitures differs from our estimate, the forfeiture rates are required to be revised, as necessary. Changes in the estimated forfeiture rates can have a significant effect on stock-based compensation expense since the effect of adjusting the rate is recognized in the period the forfeiture estimate is changed.

We also grant performance share units to executive officers and certain employees that require us to estimate expected achievement of performance targets over the performance period. This estimate involves judgment regarding future expectations of various financial performance measures. If there are changes in our estimate of the level of financial performance measures expected to be achieved, the related stock-based compensation expense may be significantly increased or reduced in the period that our estimate changes.

Variable Interest Entities ("VIE")

We regularly evaluate our relationships and involvement with unconsolidated VIEs, including our investments in the 8point3 Group and our other equity and cost method investments, to determine whether we have a controlling financial interest in them or have become the primary beneficiary, thereby requiring us to consolidate their financial results into our financial statements. In connection with the sale of the equity interests in the entities that hold solar power plants, we also consider whether we retain a variable interest in the entity sold, either through retaining a financial interest or by contractual means. If we determine that the entity sold is a VIE and that we hold a variable interest, we then evaluate whether we are the primary beneficiary. If we determine that we are the primary beneficiary, we will consolidate the VIE. The determination of whether we are the primary beneficiary is based upon whether we have the power to direct the activities that most directly impact the economic performance of the VIE and whether we absorb any losses or benefits that would be potentially significant to the VIE.

Accounting for Business Combinations

We record all acquired assets and liabilities, including goodwill, other intangible assets and in-process research and development, at fair value. The initial recording of goodwill, other intangible assets and in-process research and development requires certain estimates and assumptions concerning the determination of the fair values and useful lives. The judgments made in the context of the purchase price allocation can materially affect our future results of operations. Accordingly, for significant acquisitions, we obtain assistance from third-party valuation specialists. The valuations calculated from estimates are based on information available at the acquisition date. Goodwill is not amortized, but is subject to annual tests for impairment or more frequent tests if events or circumstances indicate it may be impaired. Other intangible assets are amortized over their estimated useful lives and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. For additional details see “Note 3. Business Combinations” and “Note 4. Goodwill and Other Intangible Assets” under “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements.”

Valuation of Long-Lived Assets

Our long-lived assets include property, plant and equipment, solar power systems leased and to be leased, and other intangible assets with finite lives. We evaluate our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets and significant negative industry or economic trends. Our impairment evaluation of long-lived assets includes an analysis of estimated future undiscounted net cash flows expected to be generated by the assets over their remaining estimated useful lives. If our estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets over the remaining estimated useful lives, we record an impairment loss in the amount by which the carrying value of the assets exceeds the fair value. Fair value is generally measured based on either quoted market prices, if available, or discounted cash flow analyses.

For the year ended December 31, 2017, events and circumstances (specifically, the uncertainties associated with the Section 201 trade case) indicated that the carrying values of our long-lived assets associated with our manufacturing operations might not be recoverable. As a result, we performed an impairment evaluation utilizing the information available to us as of the filing date, and our estimate of undiscounted cash flows indicated that such carrying amounts were expected to be recovered. Nonetheless, as more information becomes available, it is reasonably possible that our estimate of undiscounted cash flows may change in the near term resulting in the need to write down certain long-lived assets to fair value. Our estimate of cash flows might change in relation to the implications of the remedies imposed as a result of the Section 201 trade case, the results of which could materially and adversely impact our business, revenues, margins, results of operations and estimated future cash flows. While our estimate of undiscounted cash flows exceeded the long-lived assets carrying amounts, based on the information currently available for evaluation as of the filing date, uncertainties surrounding the potential implications of the tariffs imposed, the interpretations of the ruling, applicability of the quotas and potential product and country exclusions remain. We will perform a comprehensive review of our long-term strategy as a result of these tariffs in the coming months and as a result, we may be exposed to impairment in the future, which could be material to our results of operations.

Valuation of Project Assets - Plant and Land

Project assets consist primarily of capitalized costs relating to solar power system projects in various stages of development that we incur prior to the sale of the solar power system to a third-party. These costs include costs for land and costs for developing and constructing a solar power system. Development costs can include legal, consulting, permitting, and other similar costs. Once we enter into a definitive sales agreement, we reclassify these project asset costs to deferred project costs within “Prepaid expenses and other current assets” in our Consolidated Balance Sheet until we have met the criteria to recognize the sale of the project asset or solar power project as revenue. We release these project costs to cost of revenue as each respective project asset or solar power system is sold to a customer, since the project is constructed for a customer (matching the underlying revenue recognition method).

We evaluate the realizability of project assets whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. We consider the project to be recoverable if it is anticipated to be

sellable for a profit once it is either fully developed or fully constructed or if costs incurred to date may be recovered via other means, such as a sale prior to the completion of the development cycle. We examine a number of factors to determine if the project will be profitable, including whether there are any environmental, ecological, permitting, or regulatory conditions that have changed for the project since the start of development. In addition, we must anticipate market conditions, such as the future cost of energy and changes in the factors that our future customers use to value our project assets in sale arrangements, including the internal rate of return that customers expect. Changes in such conditions could cause the cost of the project to increase or the selling price of the project to decrease. Due to the development, construction, and sale timeframe of our larger solar projects, we classify project assets which are not expected to be sold within the next 12 months as “Project assets - plants and land, net of current portion” on the Consolidated Balance Sheets. Once specific milestones have been achieved, we determine if the sale of the project assets will occur within the next 12 months from a given balance sheet date and, if so, we then reclassify the project assets as current.

Accounting for Income Taxes

On December 22, 2017, the U.S. enacted significant changes to U.S. tax law following the passage and signing of H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018 (previously known as The Tax Cuts and Jobs Act (the “Act”). The Act reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. The U.S. Department of Treasury has broad authority to issue regulations and interpretive guidance that may significantly impact how we will apply the law and impact our results of operations in the period issued. The Act requires complex computations not previously provided in U.S. tax law. As such, the application of accounting guidance for such items is currently uncertain. Further, compliance with the Act and the accounting for such provisions require accumulation of information not previously required or regularly produced. As a result, we have provided a provisional estimate on the effect of the Act in our financial statements. As additional regulatory guidance is issued by applicable taxing authorities, as accounting treatment is clarified, as we perform additional analysis on the application of the law, and as we refine estimates, in calculating the effect, our final analysis, which will be recorded in the period completed, may be different from our provisional amounts. For more information, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 13. Income Taxes.”

Our global operations involve manufacturing, research and development, and selling and project development activities. Profit from non-U.S. activities is subject to local country taxation, but not subject to U.S. tax until repatriated to the United States. It is our intention to indefinitely reinvest these earnings outside the United States. We record a valuation allowance to reduce our U.S., French, and Spanish deferred tax assets to the amount that is more likely than not to be realized. In assessing the need for a valuation allowance, we consider historical levels of income, expectations and risks associated with the estimates of future taxable income and ongoing prudent and feasible tax planning strategies. In the event we determine that we would be able to realize additional deferred tax assets in the future in excess of the net recorded amount, or if we subsequently determine that realization of an amount previously recorded is unlikely, we would record an adjustment to the deferred tax asset valuation allowance, which would change income tax in the period of adjustment. As of December 31, 2017, we believe there is insufficient evidence to realize additional deferred tax assets beyond the U.S. net operating losses that can be benefitted through a carryback election; however, the reversal of the valuation allowance, which could be material, could occur in a future period.

The calculation of tax expense and liabilities involves dealing with uncertainties in the application of complex global tax regulations, including in the tax valuation of projects sold to tax equity partnerships and other third parties. We recognize potential liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period in which we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate tax assessment, a further charge to expense would result. We accrue interest and penalties on tax contingencies which are classified as “Provision for income taxes” in our Consolidated Statements of Operations and are not considered material.

Pursuant to the Tax Sharing Agreement with Cypress, our former parent company, we are obligated to indemnify Cypress upon current utilization of carryforward tax attributes generated while we were part of the

Cypress consolidated or combined group. Further, to the extent Cypress experiences any tax examination assessments attributable to our operations while part of the Cypress consolidated or combined group, Cypress will require an indemnification from us for those aspects of the assessment that relate to our operations. See also “Item 1A. Risk Factors—Risks Related to Our Operations—Our agreements with Cypress require us to indemnify Cypress for certain tax liabilities. These indemnification obligations and related contractual restrictions may limit our ability to pursue certain business initiatives.”

In addition, foreign exchange gains (losses) may result from estimated tax liabilities which are expected to be realized in currencies other than the U.S. dollar.

Liquidity and Capital Resources

Cash Flows

A summary of the sources and uses of cash, cash equivalents, restricted cash and restricted cash equivalents is as follows:

(In thousands)	Fiscal Year		
	2017	2016	2015
Net cash used in operating activities	\$(267,412)	\$(312,283)	\$(726,231)
Net cash used in investing activities	\$(293,084)	\$(354,783)	\$ 132,574
Net cash provided by financing activities	\$ 589,932	\$ 159,779	\$ 619,967

Operating Activities

Net cash used in operating activities in fiscal 2017 was \$267.4 million and was primarily the result of: (i) a net loss of \$1,092.9 million; (ii) a \$123.8 million increase in long-term financing receivables related to our net investment in sales-type leases; (iii) a \$68.4 million increase in billings in excess of costs and estimated earnings driven by construction activities; (iv) a \$38.2 million increase in inventories to support the construction of our solar energy projects; (v) a \$19.2 million decrease in project assets, primarily related to the construction of our Commercial and Power Plant solar energy projects; (vi) a \$20.2 million increase in equity in earnings of unconsolidated investees; and (vii) a \$5.3 million gain on the sale of equity method investments. This was partially offset by: (i) the impairment of residential lease assets of \$624.3 million; (ii) net non-cash charges of \$243.1 million related to depreciation, stock-based compensation and other non-cash charges; (iii) a \$192.1 million increase in accounts payable and other accrued liabilities, primarily attributable to the procurement of polysilicon; (iv) a \$158.9 million decrease in prepaid expenses and other assets, primarily related to the receipt of prepaid inventory; (v) a \$113.6 million decrease in customer advances; (vi) a \$68.8 million decrease in advance payments made to suppliers; (vii) a \$0.5 million increase in accounts receivable, primarily driven by collections; (viii) a \$30.1 million dividend from 8point3 Energy Partners; (ix) a \$14.6 million decrease in costs and estimated earnings in excess of billings driven by milestone billings; (x) an \$8.6 million in impairment of an equity method investment; and (xi) a \$7.0 million net change in income taxes.

Net cash used in operating activities in fiscal 2016 was \$312.3 million and was primarily the result of: (i) a net loss of \$543.8 million; (ii) a \$203.3 million non-cash settlement of preexisting relationships in connection with the acquisition of AUOSP; (iii) a \$172.5 million increase in long-term financing receivables related to our net investment in sales-type leases; (iv) a \$70.4 million increase in inventories driven by purchases of polysilicon; (v) a \$38.2 million decrease in billings in excess of costs and estimated earnings driven by the recognition revenue and corresponding costs of certain utility-scale projects; (vi) a \$33.5 million increase in accounts receivable, primarily driven by billings; (vii) a \$28.1 million increase in equity in earnings of unconsolidated investees; (viii) a \$17.0 million decrease in customer advances; (ix) a \$12.1 million decrease in accounts payable and other accrued liabilities, primarily attributable to recognition of revenue of certain utility-scale projects; (x) a \$6.6 million net change in deferred income taxes, and (xi) a \$2.8 million in excess tax benefit from stock-based compensation. This was partially offset by: (i) other net non-cash charges of \$241.6 million related to depreciation, non-cash interest charges and stock-based compensation; (ii) \$166.7 million in non-cash restructuring charges; (iii) a \$147.4 million impairment of goodwill; (iv) \$90.9 million in impairment of equity method investments; (v) a \$74.3 million decrease in advance payments made to suppliers; (vi) a \$48.8 million decrease in prepaid expenses and other assets, primarily related to recognition

of revenue and corresponding costs of certain utility-scale projects; (vii) a \$33.2 million decrease in project assets primarily related to revenue recognition and corresponding costs of certain utility-scale and commercial projects; (viii) \$6.9 million dividend from 8point3 Energy Partners; (ix) a \$6.2 million decrease in costs and estimated earnings in excess of billings driven by milestone billings.

Net cash used in operating activities in fiscal 2015 was \$726.2 million and was primarily the result of: (i) a net loss of \$299.4 million; (ii) a \$763.1 million increase in project assets primarily related to our Henrietta, Hooper and Quinto Solar Energy Projects; (iii) a \$237.8 million increase in inventories driven by project assets for construction of solar power systems for Commercial and Power Plant projects in North America and purchases of polysilicon; (iv) a \$143.0 million increase in long-term financing receivables related to our net investment in sales-type leases; (v) a \$87.0 million increase in prepaid expenses and other assets; (vi) a \$39.4 million excess tax benefit from stock-based compensation; (vii) a \$27.9 million gain on the sale of a residential lease portfolio to 8point3 Energy Partners; (viii) a \$20.8 million increase in customer advances; and (ix) a \$9.6 million increase in equity in earnings of unconsolidated investees. This was partially offset by: (i) a \$311.7 million decrease in accounts receivable, primarily driven by the collection of retainage related to Solar Star Projects; (ii) other net non-cash charges of \$205.7 million related to depreciation, non-cash interest charges and stock-based compensation; (iii) a \$148.4 million decrease in costs and estimated earnings in excess of billings driven by a decrease related to the Solar Star Projects; (iv) a \$90.9 million increase in accounts payable and other accrued liabilities; (v) a \$63.7 million increase in deferred income taxes and income tax liabilities; (vi) a \$50.6 million decrease in advance payment made to suppliers; and (vii) a \$30.7 million increase in billings in excess of costs and estimated earnings driven by an increase related to Solar Star and other projects.

Investing Activities

Net cash used in investing activities in fiscal 2017 was \$293.1 million, which included (i) \$282.9 million in capital expenditures primarily related to the expansion of our solar cell manufacturing capacity and costs associated with solar power systems, leased and to be leased; (ii) \$18.6 million paid for investments in consolidated and unconsolidated investees; and (iii) \$1.3 million purchase of marketable securities. This was partially offset by proceeds from the sale of investment in joint ventures of \$6.0 million and a \$3.8 million dividend from equity method investees.

Net cash used in investing activities in fiscal 2016 was \$354.8 million, which included (i) \$310.1 million in capital expenditures primarily related to the expansion of our solar cell manufacturing capacity and costs associated with solar power systems, leased and to be leased; (ii) \$24.0 million paid for the acquisition of AUOSP, net of cash acquired; (iii) \$11.5 million paid for investments in consolidated and unconsolidated investees; (iv) \$9.8 million in payments to 8point3 Energy Partners; (v) \$5.0 million paid for purchases of marketable securities; and (vi) \$0.5 million paid for intangibles. This was offset by: (i) \$6.2 million in proceeds from sales or maturities of marketable securities.

Net cash provided by investing activities in fiscal 2015 was \$132.6 million, which included \$539.8 million in proceeds from 8point3 Energy Partners. This was partially offset by (i) \$328.4 million in capital expenditures primarily related to the expansion of our solar cell manufacturing capacity and costs associated with solar power systems, leased and to be leased; (ii) \$64.8 million paid for acquisitions; (iii) \$9.9 million paid for intangibles; and (iv) \$4.1 million paid for investments in unconsolidated investees.

Financing Activities

Net cash provided by financing activities in fiscal 2017 was \$589.9 million, which included: (i) \$351.8 million in net proceeds from the issuance of non-recourse power plant and commercial financing, net of issuance costs; (ii) \$178.4 million of net contributions from noncontrolling interests and redeemable noncontrolling interests related to residential lease projects; (iii) \$82.7 million in net proceeds from the issuance of non-recourse residential financing, net of issuance costs; and (iv) \$0.8 million contribution from noncontrolling interests attributable to power plant and commercial projects. This was partially offset by: (i) \$19.1 million in net repayments of bank loans and other debt; and (ii) \$4.8 million in purchases of treasury stock for tax withholding obligations on vested restricted stock.

Net cash provided by financing activities in fiscal 2016 was \$159.8 million, which included: (i) \$146.1 million in net proceeds from the issuance of non-recourse residential financing, net of issuance costs; and (ii) \$127.3 million of net contributions from noncontrolling interests and redeemable noncontrolling interests related to the residential lease projects. This was partially offset by: (i) \$56.4 million in net repayments from the issuance of non-recourse power

plant and commercial financing, net of issuance costs; (ii) \$30.0 million in net repayments of bank loans and other debt; (iii) \$21.5 million in purchases of treasury stock for tax withholding obligations on vested restricted stock; and (iv) \$5.7 million in cash paid for acquisitions.

Net cash provided by financing activities in fiscal 2015 was \$620.0 million, which included: (i) \$416.3 million in proceeds from issuance of our 4.00% convertible debentures due 2023; (ii) \$424.6 million in proceeds from the issuance of project loans, net of issuance costs; (iii) \$170.6 million of net contributions from noncontrolling interests and redeemable noncontrolling interests related to the residential lease program; (iv) \$90.6 million in net proceeds from the issuance of non-recourse debt financing, net of issuance costs; (v) \$39.9 million in proceeds from exercise of stock options and excess tax benefit from stock-based compensation; (vi) \$29.3 million in proceeds from 8point3 Energy Partners; (vii) \$15.0 million in net proceeds from sale-leaseback financing; and (viii) \$12.4 million in contributions from noncontrolling interests related to real estate projects. This was partially offset by: (i) \$250.3 million in net payment to settle the 4.50% debentures due 2015, and the 4.50% Bond Hedge and Warrant (defined below); (ii) \$252.6 million in repayments of bank loans, project loans and other debt, primarily the Quinto Credit Facility; (iii) \$43.8 million in purchases of treasury stock for tax withholding obligations on vested restricted stock; and (iv) \$32.0 million of net repayments of residential lease financing.

Debt and Credit Sources

Convertible Debentures

As of December 31, 2017, an aggregate principal amount of \$425.0 million of the 4.00% debentures due 2023 remained issued and outstanding. The 4.00% debentures due 2023 were issued on December 15, 2015. Interest on the 4.00% debentures due 2023 is payable on January 15 and July 15 of each year, beginning on July 15, 2016. Holders are able to exercise their right to convert the debentures at any time into shares of our common stock at an initial conversion price approximately equal to \$30.53 per share, subject to adjustment in certain circumstances. If not earlier repurchased or converted, the 4.00% debentures due 2023 mature on January 15, 2023. Holders may require us to repurchase all or a portion of their 4.00% debentures due 2023, upon a fundamental change, as described in the related indenture, at a cash repurchase price equal to 100% of the principal amount plus accrued and unpaid interest. If we undergo a non-stock change of control fundamental change, as described in the related indenture, the 4.00% debentures due 2023 will be subject to redemption at our option, in whole but not in part, for a period of 30 calendar days following a repurchase date relating to the non-stock change of control fundamental change, at a cash redemption price equal to 100% of the principal amount plus accrued and unpaid interest. Otherwise, the 4.00% debentures due 2023 are not redeemable at our option prior to the maturity date. In the event of certain events of default, Wells Fargo Bank, National Association (“Wells Fargo”), the trustee, or the holders of a specified amount of then-outstanding 4.00% debentures due 2023 will have the right to declare all amounts then outstanding due and payable.

As of December 31, 2017, an aggregate principal amount of \$400.0 million of the 0.875% debentures due 2021 remained issued and outstanding. The 0.875% debentures due 2021 were issued on June 11, 2014. Interest on the 0.875% debentures due 2021 is payable on June 1 and December 1 of each year. Holders are able to exercise their right to convert the debentures at any time into shares of our common stock at an initial conversion price approximately equal to \$48.76 per share, subject to adjustment in certain circumstances. If not earlier repurchased or converted, the 0.875% debentures due 2021 mature on June 1, 2021. Holders may require us to repurchase all or a portion of their 0.875% debentures due 2021, upon a fundamental change, as described in the related indenture, at a cash repurchase price equal to 100% of the principal amount plus accrued and unpaid interest. If we undergo a non-stock change of control fundamental change, as described in the related indenture, the 0.875% debentures due 2021 will be subject to redemption at our option, in whole but not in part, for a period of 30 calendar days following a repurchase date relating to the non-stock change of control fundamental change, at a cash redemption price equal to 100% of the principal amount plus accrued and unpaid interest. Otherwise, the 0.875% debentures due 2021 are not redeemable at our option prior to the maturity date. In the event of certain events of default, Wells Fargo, the trustee, or the holders of a specified amount of then-outstanding 0.875% debentures due 2021 will have the right to declare all amounts then outstanding due and payable.

As of December 31, 2017, an aggregate principal amount of \$300.0 million of the 0.75% debentures due 2018 remained issued and outstanding. The 0.75% debentures due 2018 were issued on May 29, 2013. Interest on the 0.75% debentures due 2018 is payable on June 1 and December 1 of each year. Holders are able to exercise their right to convert the debentures at any time into shares of our common stock at an initial

conversion price equal to \$24.95 per share. The applicable conversion rate may be subject to adjustment in certain circumstances. If not earlier converted, the 0.75% debentures due 2018 mature on June 1, 2018. Holders may require us to repurchase all or a portion of their 0.75% debentures due 2018, upon a fundamental change, as described in the related indenture, at a cash repurchase price equal to 100% of the principal amount plus accrued and unpaid interest. If we undergo a non-stock change of control fundamental change, as described in the related indenture, the 0.75% debentures due 2018 will be subject to redemption at our option, in whole but not in part, for a period of 30 calendar days following a repurchase date relating to the non-stock change of control fundamental change, at a cash redemption price equal to 100% of the principal amount plus accrued and unpaid interest. Otherwise, the 0.75% debentures due 2018 are not redeemable at our option prior to the maturity date. In the event of certain events of default, Wells Fargo, the trustee, or the holders of a specified amount of then-outstanding 0.75% debentures due 2018 will have the right to declare all amounts then outstanding due and payable. Please see “Part I. Item 1A. Risk Factors—Risks Related to our Debt and Equity Securities—Conversion of our outstanding 0.75% debentures, 0.875% debentures, 4.00% debentures, and future substantial issuances or dispositions of our common stock or other securities, could dilute ownership and earnings per share or cause the market price of our stock to decrease.”

Mortgage Loan Agreement with IFC

On May 6, 2010, we entered into a mortgage loan agreement with IFC. Under the loan agreement, we borrowed \$75.0 million and are required to repay the amount borrowed starting two years after the date of borrowing, in 10 equal semi-annual installments over the following 5 years. We are required to pay interest of LIBOR plus 3% per annum on outstanding borrowings; a front-end fee of 1% on the principal amount of borrowings at the time of borrowing; and a commitment fee of 0.5% per annum on funds available for borrowing and not borrowed. We may prepay all or a part of the outstanding principal, subject to a 1% prepayment premium. We have pledged certain assets as collateral supporting repayment obligations.

On January 17, 2017, the Company repaid the entire outstanding balance, and the associated interest, of the mortgage loan agreement with IFC. As of December 31, 2017, we had no outstanding amounts under the mortgage loan agreement and no restricted cash and cash equivalents related to the IFC debt service reserve.

Loan Agreement with California Enterprise Development Authority (“CEDA”)

On December 29, 2010, we borrowed from CEDA the proceeds of the \$30.0 million aggregate principal amount of CEDA’s tax-exempt Recovery Zone Facility Revenue Bonds (SunPower Corporation - Headquarters Project) Series 2010 (the “Bonds”) maturing April 1, 2031 under a loan agreement with CEDA. Certain of our obligations under the loan agreement were contained in a promissory note dated December 29, 2010 issued by us to CEDA, which assigned the promissory note, along with all right, title and interest in the loan agreement, to Wells Fargo, as trustee, with respect to the Bonds for the benefit of the holders of the Bonds. The Bonds bear interest at a fixed-rate of 8.50% per annum.

As of December 31, 2017, the \$30.0 million aggregate principal amount of the Bonds was classified as “Long-term debt” in our Consolidated Balance Sheets.

Revolving Credit Facility with Credit Agricole

On July 3, 2013, we entered into a revolving credit agreement with Credit Agricole Corporate and Investment Bank (“Credit Agricole”), as administrative agent, and certain financial institutions, under which we may borrow up to \$250.0 million. On August 26, 2014, we entered into an amendment to the revolving credit facility that, among other things, extends the maturity date of the facility from July 3, 2016 to August 26, 2019 (the “Maturity Date”). Amounts borrowed may be repaid and reborrowed until the Maturity Date. On February 17, 2016, the Company entered into an amendment to the credit agreement, expanding the available borrowings under the revolving credit facility to \$300.0 million and adding a \$200.0 million letter of credit subfacility, subject to the satisfaction of certain conditions. The revolving credit facility includes representations, covenants, and events of default customary for financing transactions of this type. As noted below, amounts available to borrow under this facility are limited as of December 31, 2017 to \$95.0 million by the letter agreement described below.

On June 23, 2017, we entered into an Amended and Restated Revolving Credit Agreement with Credit Agricole Corporate and Investment Bank, as administrative agent, and the other lenders party thereto (the

“Restated Credit Agreement”), which amends and restates the Revolving Credit Agreement dated July 3, 2013, as amended, by and between us, the Administrative Agent and the other parties thereto, as amended to date.

The Restated Credit Agreement was entered into in connection with the letter agreement between the us and Total S.A. dated May 8, 2017 (the “Letter Agreement”), which, as previously disclosed, was entered into to facilitate the issuance by Total S.A. of one or more guaranties of our payment obligations (the “Guaranties”) of up to \$100.0 million under the Restated Credit Agreement. The maturity date of the Letter Agreement is August 26, 2019. In consideration for the commitments of Total S.A. pursuant to the Letter Agreement, we are required to pay a guarantor commitment fee of 0.50% per annum for the unutilized Support Amount and a guaranty fee of 2.35% per annum of the Guaranty outstanding.

The maturity date of the facility under the Restated Credit Agreement remains August 26, 2019 (the “Maturity Date”), and amounts borrowed under the facility may be repaid and reborrowed until the Maturity Date. Available borrowings under the Restated Credit Agreement remain \$300.0 million; provided that the aggregate principal amount of all amounts borrowed under the facility cannot exceed 95.0% of the amounts guaranteed by Total S.A. under the Letter Agreement. We have the ability to borrow up to \$95.0 million under this revolving credit facility with Credit Agricole pursuant to the Letter Agreement executed by us and Total S.A. on May 8, 2017.

The Restated Credit Agreement (a) removes our ability to request the issuance of performance and financial letters of credit, (b) removes certain covenants, including covenants related to a maximum leverage ratio and a minimum consolidated liquidity, (c) removes the negative pledge on certain of our assets, (d) removes certain of our domestic subsidiaries as guarantors, and (e) effects other revisions to the terms thereof. All collateral previously pledged to secure our obligations to the lenders has been released.

We are required to pay (a) interest on outstanding borrowings under the facility of (i) with respect to any LIBOR rate loan, an amount equal to 0.6% plus the LIBOR rate divided by a percentage equal to one minus the stated maximum rate of all reserves required to be maintained against “Eurocurrency liabilities” as specified in Regulation D; and (ii) with respect to any alternate base rate loan, an amount equal to 0.25% plus the greater of (1) the prime rate, (2) the Federal Funds rate plus 0.50%, and (3) the one-month LIBOR rate plus 1%; and (b) a commitment fee of 0.06% per annum on funds available for borrowing and not borrowed. The Restated Credit Agreement includes representations, covenants, and events of default customary for financing transactions of this type.

As of December 31, 2017, we had no outstanding borrowings under the revolving credit facility.

August 2016 Letter of Credit Facility Agreement

In August 2016, we entered into a letter of credit facility with Banco Santander, S.A. which provides for the issuance, upon request by us, of letters of credit to support our obligations in an aggregate amount not to exceed \$85 million. As of December 31, 2017, there were no letters of credit issued and outstanding under the facility with Banco Santander, S.A. The availability of such letters of credit is subject to review and approval by Banco Santander, S.A. at the time of each request made by us.

2016 Letter of Credit Facility Agreements

In June 2016, we entered into a Continuing Agreement for Standby Letters of Credit and Demand Guarantees with Deutsche Bank AG New York Branch and Deutsche Bank Trust Company Americas (the “2016 Non-Guaranteed LC Facility”) which provides for the issuance, upon request by us, of letters of credit to support our obligations in an aggregate amount not to exceed \$50.0 million. The 2016 Non-Guaranteed LC Facility will terminate on June 29, 2018. As of December 31, 2017, letters of credit issued and outstanding under the 2016 Non-Guaranteed LC Facility totaled \$30.1 million.

In June 2016, we entered into bilateral letter of credit facility agreements (the “2016 Guaranteed LC Facilities”) with each of The Bank of Tokyo-Mitsubishi UFJ (“BTMU”), Credit Agricole, and HSBC USA Bank, National Association (“HSBC”). Each letter of credit facility agreement provides for the issuance, upon our request, of letters of credit by the issuing bank thereunder in order to support certain of our obligations until December 31, 2018. Payment of obligations under each of the letter of credit facilities are guaranteed by Total S.A. pursuant to the Credit Support Agreement. Aggregate letter of credit amounts may be increased upon the agreement of the respective parties but, otherwise, may not exceed \$75.0 million with BTMU, \$75.0 million with

Credit Agricole and \$175.0 million with HSBC, for a total capacity of \$325.0 million. Each letter of credit issued under one of the letter of credit facilities generally must have an expiration date, subject to certain exceptions, no later than the earlier of (a) two years from completion of the applicable project and (b) March 31, 2020.

In June 2016, in connection with the 2016 Guaranteed LC Facilities, we entered into a transfer agreement to transfer to the 2016 Guaranteed LC Facilities all existing outstanding letters of credit issued under our letter of credit facility agreement with Deutsche Bank AG New York Branch and Deutsche Bank Trust Company Americas, as administrative agent, and certain financial institutions, entered into in August 2011 and amended from time to time. In connection with the transfer of the existing outstanding letters of credit, the aggregate commitment amount under the August 2011 letter of credit facility was permanently reduced to zero on June 29, 2016. As of December 31, 2017, letters of credit issued and outstanding under the 2016 Guaranteed LC Facilities totaled \$173.7 million.

September 2011 Letter of Credit Facility with Deutsche Bank and Deutsche Bank Trust Company Americas (together, “Deutsche Bank Trust”)

On September 27, 2011, we entered into a letter of credit facility with Deutsche Bank Trust which provides for the issuance, upon request by us, of letters of credit to support our obligations in an aggregate amount not to exceed \$200.0 million. Each letter of credit issued under the facility is fully cash-collateralized and we have entered into a security agreement with Deutsche Bank Trust, granting them a security interest in a cash collateral account established for this purpose.

As of December 31, 2017, letters of credit issued under the Deutsche Bank Trust facility totaled \$7.1 million, which was fully collateralized with restricted cash as classified on the Consolidated Balance Sheets.

Revolving Credit Facility with Mizuho Bank Ltd. (“Mizuho”) and Goldman Sachs Bank USA (“Goldman Sachs”)

On May 4, 2016, we entered into a revolving credit facility (as amended to date, the “Construction Revolver”) with Mizuho, as administrative agent, and Goldman Sachs Bank USA, under which we could borrow up to \$200 million. The Construction Revolver also includes a \$100 million accordion feature. On October 27, 2017, we and Mizuho entered into an amendment to the Construction Revolver, which reduces the amount that we may borrow to up to \$50 million. Amounts borrowed under the Construction Revolver may be repaid and reborrowed in support of our commercial and small-scale utility projects in the United States until the May 4, 2021 maturity date. The Construction Revolver includes representations, covenants, and events of default customary for financing transactions of this type.

Borrowings under the Construction Revolver bear interest at the applicable LIBOR rate plus 1.50% for the first two years (with the final year at LIBOR plus 1.75%). All outstanding indebtedness under the facility may be voluntarily prepaid in whole or in part without premium or penalty (with certain limitations to partial repayments), other than customary breakage costs. The Construction Revolver is secured by the assets of, and equity in, the various project companies to which the borrowings relate, but is otherwise non-recourse to us and our other affiliates.

As of December 31, 2017, outstanding borrowings under the Construction Revolver totaled \$3.2 million.

Non-recourse Financing and Other Debt

In order to facilitate the construction, sale or ongoing operation of certain solar projects, including our residential leasing program, we regularly obtain project-level financing. These financings are secured either by the assets of the specific project being financed or by our equity in the relevant project entity and the lenders do not have recourse to the general assets of the Company for repayment of such debt obligations, and hence the financings are referred to as non-recourse. Non-recourse financing is typically in the form of loans from third-party financial institutions, but also takes other forms, including “flip partnership” structures, sale-leaseback arrangements, or other forms commonly used in the solar or similar industries. We may seek non-recourse financing covering solely the construction period of the solar project or may also seek financing covering part or all of the operating life of the solar project. We classify non-recourse financings in our Consolidated Balance Sheets in accordance with their terms; however, in certain circumstances, we may repay or refinance these financings prior to stated maturity dates in connection with the sale of the related project or similar such

circumstances. In addition, in certain instances, the customer may assume the loans at the time that the project entity is sold to the customer. In these instances, subsequent debt assumption is reflected as a financing outflow and operating inflow in the Consolidated Statements of Cash Flows to reflect the substance of the assumption as a facilitation of customer financing from a third party.

For our residential lease program, non-recourse financing is typically accomplished by aggregating an agreed-upon volume of solar power systems and leases with residential customers into a specific project entity. The Company has entered into the following non-recourse financings with respect to its residential lease program:

In fiscal 2016, we entered into bridge loans to finance solar power systems and leases under our residential lease program. The loans are repaid over terms ranging from two to seven years. Some loans may be prepaid without penalties at our option at any time, while other loans may be prepaid, subject to a prepayment fee, after one year. During fiscal 2017, we had net proceeds of \$10.3 million, in connection with these loans. As of December 31, 2017, the aggregate carrying amount of these loans, presented in “Short-term debt” and “Long-term debt” on our Consolidated Balance Sheets, was \$17.1 million. In January 2018, the Company entered into additional bridge loan financing, and had net proceeds of \$10.5 million in connection with these loans.

We enter into long-term loans to finance solar power systems and leases under our residential lease program. The loans are repaid over their terms of between 17 and 18 years, and may be prepaid without penalty at our option beginning seven years after the original issuance of the loan. During fiscal 2017 and 2016, we had net proceeds of \$72.4 million and \$111.8 million, respectively, in connection with these loans. As of December 31, 2017, and January 1, 2017, the aggregate carrying amount of these loans, presented in “Short-term debt” and “Long-term debt” on our Consolidated Balance Sheets, was \$356.6 million and \$283.9 million, respectively.

We have entered into multiple arrangements under which solar power systems are financed by third-party investors or customers, including by a legal sale of the underlying asset that is accounted for as a borrowing under relevant accounting guidelines as the requirements to recognize the transfer of the asset were not met. Under the terms of these arrangements, the third parties make an upfront payment to us, which we recognize as a liability that will be reduced over the term of the arrangement as lease receivables and government incentives are received by the third party. As the liability is reduced, we make a corresponding reduction in receivables. We use this approach to account for both operating and sales-type leases with our residential lease customers in our consolidated financial statements. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount of these facilities, presented in “Other long-term liabilities” on our Consolidated Balance Sheets, was \$29.2 million and \$29.4 million, respectively (see Note 5). In the fourth quarter of fiscal 2017, in conjunction with our efforts to generate more available liquid funds in the near-term, we made the decision to sell our interest in the residential lease portfolio. As a result, we determined it was necessary to evaluate our residential lease portfolio for potential for impairment. For further information, see “Note 6—Leasing” in “Item 8. Financial Statements and Summary Data—Notes to Consolidated Financial Statements.”

We also enter into facilities with third-party tax equity investors under which the investors invest in a structure known as a partnership flip. We hold controlling interests in these less-than-wholly-owned entities and therefore fully consolidate these entities. We account for the portion of net assets in the consolidated entities attributable to the investors as noncontrolling interests in our consolidated financial statements. Noncontrolling interests in subsidiaries that are redeemable at the option of the noncontrolling interest holder are classified accordingly as redeemable, between liabilities and equity on the Company’s Consolidated Balance Sheets. During fiscal 2017 and 2016, we had net contributions of \$178.4 million and \$127.3 million, respectively, under these facilities and attributed losses of \$91.2 million and \$74.9 million, respectively, to the non-controlling interests corresponding principally to certain assets, including tax credits, which were allocated to the non-controlling interests during the periods. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount of these facilities, presented in “Redeemable non-controlling interests in subsidiaries” and “Non-controlling interests in subsidiaries” on our Consolidated Balance Sheets, was \$119.4 million and \$183.1 million, respectively.

For our power plant and commercial solar projects, non-recourse financing is typically accomplished using an individual solar power system or a series of solar power systems with a common end customer, in each case owned by a specific project entity. We have entered into the following non-recourse financings with respect to our power plant and commercial projects:

In fiscal 2017, the Company entered into a short-term credit facility to finance the 70 MW utility-scale Gala power plant project in Oregon. In the third quarter of fiscal 2017, the Company repaid the full outstanding amount of \$106.0 million in connection with the facility.

In fiscal 2016, we entered into the Construction Revolver credit facility to support the construction of our commercial and small-scale utility projects in the United States. During fiscal 2017, we had net repayments of \$9.1 million, in connection with the facility. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount of the Construction Revolver, presented in “Long-term debt” on our Consolidated Balance Sheets, was \$3.2 million and \$10.5 million respectively.

In fiscal 2016, we entered into a long-term credit facility to finance the 125 MW utility-scale Boulder power plant project in Nevada. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount of this facility, presented in “Short-term debt” and “Long-term debt” on our Consolidated Balance Sheets, was \$28.2 million and \$28.8 million, respectively.

In fiscal 2016, we entered into a long-term credit facility to finance the 111 MW utility-scale El Pelicano power plant project in Chile. In the fourth quarter of fiscal 2017, we sold El Pelicano, and the buyer assumed the full outstanding debt balance of \$196.1 million upon the sale of the project.

In fiscal 2013, we entered into a long-term loan agreement to finance a 5.4 MW utility and power plant operating in Arizona. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount under this loan, presented in “Short-term debt” and “Long-term debt” on our Consolidated Balance Sheets, was \$7.2 million and \$7.6 million, respectively.

Other debt is further composed of non-recourse project loans in EMEA, which are scheduled to mature through 2028.

See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing” for a discussion of the Company’s sale-leaseback arrangements accounted for under the financing method.

Liquidity

As of December 31, 2017, we had unrestricted cash and cash equivalents of \$435.1 million as compared to \$425.3 million as of January 1, 2017. Our cash balances are held in numerous locations throughout the world and as of December 31, 2017, we had approximately \$155.7 million held outside of the United States. This offshore cash is used to fund operations of our business in the Europe and Asia Pacific regions as well as non-U.S. manufacturing operations, which require local payment for product materials and other expenses. The amounts held outside of the United States represent the earnings of our foreign subsidiaries which under the enacted Tax Cuts and Jobs Act, would incur a one-time transition tax (such amounts were previously tax deferred). We expect total capital expenditures related to purchases of property, plant and equipment of approximately \$100 million in fiscal 2018 in order to increase our manufacturing capacity for our highest efficiency X-Series product platform and our new P-Series technology, improve our current and next generation solar cell manufacturing technology, and other projects. In addition, while we have begun the transition away from our project development business, we still expect to invest capital to develop solar power systems and plants for sale to customers. The development of solar power plants can require long periods of time and substantial initial investments. Our efforts in this area may consist of all stages of development, including land acquisition, permitting, financing, construction, operation and the eventual sale of the projects. We often choose to bear the costs of such efforts prior to the final sale to a customer, which involves significant upfront investments of resources (including, for example, large transmission deposits or other payments, which may be non-refundable), land acquisition, permitting, legal and other costs, and in some cases the actual costs of constructing a project, in advance of the signing of PPAs and EPC contracts and the receipt of any revenue, much of which is not recognized for several additional months or years following contract signing. Any delays in disposition of one or more projects could have a negative impact on our liquidity.

Certain of our customers also require performance bonds issued by a bonding agency or letters of credit issued by financial institutions, which are returned to us upon satisfaction of contractual requirements. If there is a contractual dispute with the customer, the customer may withhold the security or make a draw under such security, which could have an adverse impact on our liquidity. Obtaining letters of credit may require adequate collateral. All letters of credit issued under our 2016 Guaranteed LC Facilities are guaranteed by Total S.A. pursuant to the Credit Support Agreement. Our September 2011 letter of credit facility with Deutsche Bank Trust is fully collateralized by restricted cash, which reduces the amount of cash available for operations. As of December 31, 2017, letters of credit issued under the Deutsche Bank Trust facility amounted to \$7.1 million which were fully collateralized with restricted cash on the Consolidated Balance Sheets.

In fiscal 2011, we launched our residential lease program with dealers in the United States, in partnership with a third-party financial institution, which allows customers to obtain SunPower systems under lease agreements up to 20 years, subject to financing availability. We have entered into facilities with financial institutions that will provide financing to support additional residential solar lease projects. Under the terms of certain programs, we receive upfront payments for periods under which the third-party financial institution has agreed to assume collection risk for certain residential leases. Changes in the amount or timing of upfront payments received from the financial institutions may have an impact on our cash position within the next twelve months. The normal collection of monthly rent payments for leases placed in service is not expected to have a material impact on our cash position within the next twelve months. We have entered into multiple facilities with third-party investors under which both parties will invest in entities that hold SunPower solar power systems and leases with residential customers. We determined that we hold a controlling interest in these less-than-wholly-owned entities and have fully consolidated these entities as a result (see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing”). During fiscal 2017, we received \$196.6 million in contributions from investors under the related facility agreements. Additionally, during fiscal 2014, 2015 and 2016, we entered into several long-term non-recourse loans to finance solar power systems and leases under our residential lease program. In fiscal 2017, we drew down \$89.6 million of proceeds, net of issuance costs, under the loan agreements. The loans have 17 and 18-year terms and as of December 31, 2017, the short-term and long-term balances of the loans were \$11.7 million and \$362.0 million, respectively. We are actively arranging additional third-party financing for our residential lease program; however, the credit markets are unpredictable, and if they become challenging, we may be unable to arrange additional financing partners for our residential lease program in future periods, which could have a negative impact on our sales. In the unlikely event that we enter into a material number of additional leases without promptly obtaining corresponding third-party financing, our cash and working capital could be negatively affected. Additionally, we have approximately \$66.4 million of cash and cash equivalents within our consolidated residential leasing subsidiaries that is used by those subsidiaries for their working capital needs. This cash is typically not available to us to use for general corporate purposes unless certain financial obligations are first settled. In the event that we choose to transfer cash out of these subsidiaries for general corporate purposes in the future, we would first be required to distribute a portion of the cash to lender debt reserves and investors who hold noncontrolling interests in the relevant subsidiaries. In the fourth quarter of fiscal 2017, in conjunction with our efforts to generate more available liquid funds in the near-term, we made the decision to sell our interest in the residential lease portfolio. As a result, we determined it was necessary to evaluate our residential lease portfolio for potential impairment. For further information, see “Note 6—Leasing” in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements.”

Solar power plant projects often require significant up-front investments. These include payments for preliminary engineering, permitting, legal, and other expenses before we can determine whether a project is feasible. We often make arrangements with third-party financiers to acquire and build solar power systems or to fund project construction using non-recourse project debt. As of December 31, 2017, outstanding amounts related to our project financing totaled \$412.3 million.

We continue to face challenging industry conditions and a competitive environment. While we continue to focus on improving overall operating performance and liquidity, including managing cash flow and working capital, notably with cash savings resulting from restructuring actions and cost reduction initiatives put in place in the third and fourth quarters of 2016, our net losses continued through the fiscal 2017 and are expected to continue through 2018. We have the ability to enhance our available cash by borrowing up to \$95.0 million under our revolving credit facility with Credit Agricole pursuant to the Letter Agreement executed by us and Total S.A. on May 8, 2017 (see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated

Financial Statements—Note 2. Transactions with Total and Total S.A.”). However, our \$300.0 million 0.75% senior convertible debentures due 2018 (the “0.75% debentures due 2018”), \$200.0 million of which are held by Total, mature on June 1, 2018. These events and conditions indicate we may not have the liquid funds necessary to repay the existing 0.75% debentures due 2018 at maturity and satisfy our estimated liquidity needs within the 12 months from the date of issuance of the consolidated financial statements contained herein. We have decided to divest certain assets, such as our equity interest in 8point3 Group (see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-Note 10. Equity Method Investments and Note 18. Subsequent Events.”), and join the sale process initiated by First Solar, Inc. On February 5, 2018, 8point3 Energy Partners LP entered into a definitive agreement with CD Clean Energy and Infrastructure V JV, LLC, an equity fund managed by Capital Dynamics, Inc., and certain other co-investors (collectively, “Capital Dynamics”), pursuant to which Capital Dynamics will acquire the entire 8point3 Group (the “Proposed Transactions”).

The completion of the Proposed Transactions is subject to a number of closing conditions, including approval by a majority of the outstanding 8point3 public Class A shareholders, the expiration of the waiting period under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976, Federal Energy Regulatory Commission (FERC) Section 203 approval and the approval of the Committee on Foreign Investment in the United States (CFIUS). Additionally, the Proposed Transactions are subject to certain other customary closing conditions. We believe we have sufficiently evaluated these closing conditions in concluding that the sale of our equity interest in the 8point3 Group is considered probable of occurring prior to the maturity of the 0.75% debentures due 2018 and will generate sufficient proceeds to satisfy our repayment obligations, which we believe mitigates the conditions and events giving rise to uncertainty regarding repayment of the 0.75% debentures due 2018. In the event the Proposed Transactions do not close prior to the maturity of the 0.75% debentures due 2018, we expect to be able to obtain external sources of financing to repay the 0.75% debentures due 2018. We cannot predict, with certainty, the outcome of our actions to generate liquidity, including the outcome or timing of the Proposed Transactions, or whether such actions would generate the necessary liquidity as currently anticipated to fulfill our obligations within the 12 months from the date of issuance of these consolidated financial statements.

In addition, we continue to evaluate our available options in connection with any short-term liquidity needs. This includes seeking additional debt financing, divesting assets and liquidating certain investments with the understanding that ultimate transactions could lead to an impairment review and result in a charge if the carrying value of such assets may not be recoverable. See also “Risks Related to Our Sales Channels—Revenues from a limited number of customers and large projects are expected to continue to comprise a significant portion of our revenues and any decrease in revenues from those customers or projects, payment of liquidated damages, or an increase in related expenses, could have a material adverse effect on our business, results of operations and financial condition,” “Risks Related to Our Liquidity—We may be unable to generate sufficient cash flows or obtain access to external financing necessary to fund our operations and make adequate capital investments as planned due to the general economic environment and the continued market pressure driving down the average selling prices of our solar power products, among other factors” and “Risks Related to Our Sales Channels—We may fail to realize the expected benefits of our YieldCo strategy, including our current plan to divest our interest in 8point3 Energy Partners, which could materially adversely affect our business, financial condition, and results of operations” in Part I. “Item 1A. Risk Factors.”

On June 23, 2017, we entered into an Amended and Restated Revolving Credit Agreement with Credit Agricole Corporate and Investment Bank, as administrative agent, and the other lenders party thereto, which amends and restates the Revolving Credit Agreement dated July 3, 2013 by and between us, the Administrative Agent and the other parties thereto, as amended to date. The Restated Credit Agreement was entered into in connection with the Letter Agreement between us and Total S.A. dated May 8, 2017, which was entered into to facilitate the issuance by Total S.A. of one or more guaranties of the Company’s payment obligations of up to \$100.0 million under the Restated Credit Agreement. The maturity date of the facility under the Restated Credit Agreement remains August 26, 2019, and amounts borrowed under the facility may be repaid and reborrowed until the Maturity Date. Available borrowings under the Restated Credit Agreement remain \$300.0 million; provided that the aggregate principal amount of all amounts borrowed under the facility cannot exceed 95.0% of the amounts guaranteed by Total under the Letter Agreement, effectively allowing us to borrow up to a maximum of \$95 million under the Restated Credit Agreement. As of December 31, 2017, \$300.0 million remained undrawn under our revolving credit facility with Credit Agricole.

Additionally, on May 4, 2016, we entered into the Construction Revolver credit facility, under which we may borrow up to \$200 million, with a \$100 million accordion feature, in support of our commercial and small-scale utility projects in the United States until its May 4, 2021 maturity date, subject to certain conditions. On October 27, 2017, the Company and Mizuho entered into an amendment to the Construction Revolver, which reduces the amount that the Company may borrow to up to \$50 million. As of December 31, 2017, we had \$46.8 million available to us under the Construction Revolver credit facility. There are no assurances, however, that we will have sufficient available cash to repay our indebtedness or that we will be able to refinance such indebtedness on similar terms to the expiring indebtedness. If our capital resources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity securities or debt securities or obtain other debt financing. The current economic environment, however, could limit our ability to raise capital by issuing new equity or debt securities on acceptable terms, and lenders may be unwilling to lend funds on acceptable terms in the amounts that would be required to supplement cash flows to support operations. The sale of additional equity securities or convertible debt securities would result in additional dilution to our stockholders (and the potential for further dilution upon the exercise of warrants or the conversion of convertible debt) and may not be available on favorable terms or at all, particularly in light of the current conditions in the financial and credit markets. Additional debt would result in increased expenses and would likely impose new restrictive covenants which may be similar or different than those restrictions contained in the covenants under our current loan agreements and debentures. In addition, financing arrangements, including project financing for our solar power plants and letters of credit facilities, may not be available to us, or may not be available in amounts or on terms acceptable to us.

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2017:

<u>(In thousands)</u>	<u>Total</u>	<u>Payments Due by Fiscal Period</u>			
		<u>2018</u>	<u>2019-2020</u>	<u>2021-2022</u>	<u>Beyond 2022</u>
Convertible debt, including interest ¹	\$1,223,620	\$321,444	\$ 41,000	\$435,468	\$ 425,708
CEDA loan, including interest ²	63,788	2,550	5,100	5,100	51,038
Other debt, including interest ³	677,748	79,766	76,153	95,264	426,565
Future financing commitments ⁴	25,039	25,039	—	—	—
Operating lease commitments ⁵	115,196	15,522	27,135	21,312	51,227
Sale-leaseback financing ⁶	415,365	23,687	48,312	48,609	294,757
Capital lease commitments ⁷	3,962	1,057	1,335	1,379	191
Non-cancellable purchase orders ⁸	169,236	169,236	—	—	—
Purchase commitments under agreements ⁹	737,533	173,431	561,102	2,000	1,000
Deferred purchase consideration in connection with acquisition	61,100	1,100	60,000	—	—
Total	<u>\$3,492,587</u>	<u>\$812,832</u>	<u>\$820,137</u>	<u>\$609,132</u>	<u>\$1,250,486</u>

- 1 Convertible debt, including interest, relates to the aggregate of \$1,125.0 million in outstanding principal amount of our senior convertible debentures on December 31, 2017. For the purpose of the table above, we assume that all holders of the outstanding debentures will hold the debentures through the date of maturity, and upon conversion, the values of the senior convertible debentures will be equal to the aggregate principal amount with no premiums.
- 2 CEDA loan, including interest, relates to the proceeds of the \$30.0 million aggregate principal amount of the Bonds. The Bonds mature on April 1, 2031 and bear interest at a fixed rate of 8.50% through maturity.
- 3 Other debt, including interest, primarily relates to non-recourse finance projects and solar power systems and leases under our residential lease program as described in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 9. Commitments and Contingencies.”
- 4 In connection with purchase and joint venture agreements with non-public companies, we will be required to provide additional financing to such parties of up to \$25.0 million, subject to certain conditions.
- 5 Operating lease commitments primarily relate to certain solar power systems leased from unaffiliated third parties over minimum lease terms of up to 20 years and various facility lease agreements.
- 6 Sale-leaseback financing relates to future minimum lease obligations for solar power systems under sale-leaseback arrangements which were determined to include integral equipment and accounted for under the financing method.
- 7 Capital lease commitments primarily relate to certain buildings, manufacturing and equipment under capital leases in Europe for terms of up to 12 years.

- 8 Non-cancellable purchase orders relate to purchases of raw materials for inventory and manufacturing equipment from a variety of vendors.
- 9 Purchase commitments under agreements primarily relate to arrangements entered into with several suppliers, including some of our non-consolidated investees, for polysilicon, ingots, wafers, and Solar Renewable Energy Credits, among others. These agreements specify future quantities and pricing of products to be supplied by the vendors for periods up to 3 years and there are certain consequences, such as forfeiture of advanced deposits and liquidated damages relating to previous purchases, in the event that we terminate the arrangements. Subsequent to fiscal 2017, we entered into a long-term supply agreement totaling \$55.6 million with our supplier.

Liabilities Associated with Uncertain Tax Positions

Due to the complexity and uncertainty associated with our tax positions, we cannot make a reasonably reliable estimate of the period in which cash settlement will be made for our liabilities associated with uncertain tax positions in other long-term liabilities. Therefore, they have been excluded from the table above. As of December 31, 2017, total liabilities associated with uncertain tax positions were \$19.4 million and are included in “Other long-term liabilities” in our Consolidated Balance Sheets as they are not expected to be paid within the next twelve months.

Off-Balance Sheet Arrangements

As of December 31, 2017, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Risk

Our exposure to movements in foreign currency exchange rates is primarily related to sales to European customers that are denominated in Euros. Revenue generated from European customers represented 5%, 3% and 8% of our total revenue in fiscal 2017, 2016 and 2015, respectively. A 10% change in the Euro exchange rate would have impacted our revenue by approximately \$10 million, \$7.6 million and \$12.2 million in fiscal 2017, 2016 and 2015, respectively.

In the past, we have experienced an adverse impact on our revenue, gross margin and profitability as a result of foreign currency fluctuations. When foreign currencies appreciate against the U.S. dollar, inventories and expenses denominated in foreign currencies become more expensive. An increase in the value of the U.S. dollar relative to foreign currencies could make our solar power products more expensive for international customers, thus potentially leading to a reduction in demand, our sales and profitability. Furthermore, many of our competitors are foreign companies that could benefit from such a currency fluctuation, making it more difficult for us to compete with those companies.

We currently conduct hedging activities which involve the use of option and forward currency contracts that are designed to address our exposure to changes in the foreign exchange rate between the U.S. dollar and other currencies. As of December 31, 2017, we had outstanding forward currency contracts with aggregate notional values of \$10.3 million. As of January 1, 2017, we had outstanding hedge option currency contracts and forward currency contracts with aggregate notional values of \$28.3 million and \$42.9 million, respectively. Because we hedge some of our expected future foreign exchange exposure, if associated revenues do not materialize we could experience a reclassification of ineffective gains or losses into earnings. Such a reclassification could adversely impact our revenue, margins and results of operations. We cannot predict the impact of future exchange rate fluctuations on our business and operating results.

Credit Risk

We have certain financial and derivative instruments that subject us to credit risk. These consist primarily of cash and cash equivalents, restricted cash and cash equivalents, investments, accounts receivable, notes receivable, advances to suppliers, foreign currency option contracts, foreign currency forward contracts, bond hedge and warrant transactions. We are exposed to credit losses in the event of nonperformance by the counterparties to our financial and derivative instruments. Our investment policy requires cash and cash equivalents, restricted cash and cash equivalents, and investments to be placed with high-quality financial institutions and limits the amount of credit risk from any one issuer. We additionally perform ongoing credit evaluations of our customers' financial condition whenever deemed necessary and generally do not require collateral.

We enter into agreements with vendors that specify future quantities and pricing of polysilicon to be supplied for periods up to 10 years. Under certain agreements, we are required to make prepayments to the vendors over the terms of the arrangements. As of December 31, 2017 and January 1, 2017, advances to suppliers totaled \$216.0 million and \$284.8 million, respectively. Two suppliers accounted for 99% and 1% of total advances to suppliers as of December 31, 2017, and 90% and 10% as of January 1, 2017.

We enter into foreign currency derivative contracts and convertible debenture hedge transactions with high-quality financial institutions and limit the amount of credit exposure to any single counterparty. The foreign currency derivative contracts are limited to a time period of a months or less. We regularly evaluate the credit standing of our counterparty financial institutions.

Interest Rate Risk

We are exposed to interest rate risk because many of our customers depend on debt financing to purchase our solar power systems. An increase in interest rates could make it difficult for our customers to obtain the financing necessary to purchase our solar power systems on favorable terms, or at all, and thus lower demand for our solar power products, reduce revenue and adversely impact our operating results. An increase in interest rates could lower a customer's return on investment in a system or make alternative investments more attractive relative to solar power systems, which, in each case, could cause our customers to seek alternative investments that promise higher returns or demand higher returns from our solar power systems, reduce gross margin and

adversely impact our operating results. This risk is significant to our business because our sales model is highly sensitive to interest rate fluctuations and the availability of credit, and would be adversely affected by increases in interest rates or liquidity constraints.

Our interest expense would increase to the extent interest rates rise in connection with our variable interest rate borrowings. As of December 31, 2017, the outstanding principal balance of our variable interest borrowings was \$82.3 million. We do not believe that an immediate 10% increase in interest rates would have a material effect on our financial statements. In addition, lower interest rates would have an adverse impact on our interest income. Due to the relatively short-term nature of our investment portfolio, we do not believe that an immediate 10% decrease in interest rates would have a material effect on the fair market value of our money market funds. Since we believe we have the ability to liquidate substantially all of this portfolio, we do not expect our operating results or cash flows to be materially affected to any significant degree by a sudden change in market interest rates on our investment portfolio.

Equity Price Risk Involving Minority Investments in Joint Ventures and Other Non-Public Companies

Our investments held in joint ventures and other non-public companies expose us to equity price risk. As of December 31, 2017 and January 1, 2017, investments of \$(15.5) million and \$(6.9) million, respectively, are accounted for using the equity method, and \$35.8 million and \$39.4 million, respectively, are accounted for using the cost method. The carrying value of our equity method investments as of December 31, 2017 and January 1, 2017 included the negative balance of \$82.8 million and \$60.6 million, respectively, of our investment in the 8point3 Group (See “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments”). These strategic investments in third parties are subject to risk of changes in market value, which if determined to be other-than-temporary, could result in realized impairment losses. We generally do not attempt to reduce or eliminate our market exposure in equity and cost method investments. We monitor these investments for impairment and record reductions in the carrying values when necessary. Circumstances that indicate an other-than-temporary decline include the valuation ascribed to the issuing company in subsequent financing rounds, decreases in quoted market prices and declines in operations of the issuer. There can be no assurance that our equity and cost method investments will not face risks of loss in the future.

Interest Rate Risk and Market Price Risk Involving Convertible Debt

The fair market value of our outstanding convertible debentures is subject to interest rate risk, market price risk and other factors due to the convertible feature of the debentures. The fair market value of the debentures will generally increase as interest rates fall and decrease as interest rates rise. In addition, the fair market value of the debentures will generally increase as the market price of our common stock increases and decrease as the market price of our common stock falls. The interest and market value changes affect the fair market value of the debentures, but do not impact our financial position, cash flows or results of operations due to the fixed nature of the debt obligations, except to the extent increases in the value of our common stock may provide the holders of our 4.00% debentures due 2023, 0.875% debentures due 2021, or 0.75% debentures due 2018 the right to convert such debentures into cash in certain instances. The aggregate estimated fair value of our outstanding convertible debentures was \$982.8 million as of December 31, 2017. The aggregate estimated fair value of our outstanding convertible debentures was \$839.2 million as of January 1, 2017. Estimated fair values are based on quoted market prices as reported by an independent pricing source. A 10% increase in quoted market prices would increase the estimated fair value of our then-outstanding debentures to \$1,081.1 million and \$923.1 million as of December 31, 2017 and January 1, 2017, respectively, and a 10% decrease in the quoted market prices would decrease the estimated fair value of our then-outstanding debentures to \$884.6 million and \$755.3 million as of December 31, 2017 and January 1, 2017, respectively.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

SUNPOWER CORPORATION

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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of SunPower Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of SunPower Corporation (the Company) as of December 31, 2017 and January 1, 2017, the related consolidated statements of operations, comprehensive loss, equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and January 1, 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 14, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company’s auditor since 2012.
San Jose, California
February 14, 2018

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of SunPower Corporation

Opinion on Internal Control over Financial Reporting

We have audited SunPower Corporation's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, SunPower Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2017 and January 1, 2017, the related consolidated statements of operations, comprehensive loss, equity, and cash flows for each of the three years in the period ended December 31, 2017 and the related notes and our report dated February 14, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Jose, California
February 14, 2018

SunPower Corporation
Consolidated Balance Sheets
(In thousands, except share data)

	December 31, 2017	January 1, 2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 435,097	\$ 425,309
Restricted cash and cash equivalents, current portion	43,709	33,657
Accounts receivable, net ¹	215,479	219,638
Costs and estimated earnings in excess of billings ¹	18,203	32,780
Inventories	352,829	401,707
Advances to suppliers, current portion	30,689	111,479
Project assets - plants and land, current portion ¹	103,063	374,459
Prepaid expenses and other current assets ¹	152,444	315,670
Total current assets	1,351,513	1,914,699
Restricted cash and cash equivalents, net of current portion	65,531	55,246
Restricted long-term marketable securities	6,238	4,971
Property, plant and equipment, net	1,148,042	1,027,066
Solar power systems leased and to be leased, net	428,149	621,267
Project assets - plants and land, net of current portion	—	33,571
Advances to suppliers, net of current portion	185,299	173,277
Long-term financing receivables, net	338,877	507,333
Other intangible assets, net	25,519	44,218
Other long-term assets ¹	80,146	185,519
Total assets	\$ 3,629,314	\$ 4,567,167
Liabilities and Equity		
Current liabilities:		
Accounts payable ¹	\$ 406,902	\$ 540,295
Accrued liabilities ¹	267,760	391,226
Billings in excess of costs and estimated earnings	8,708	77,140
Short-term debt	58,131	71,376
Convertible debt, current portion ¹	299,685	—
Customer advances, current portion ¹	54,999	10,138
Total current liabilities	1,096,185	1,090,175
Long-term debt	430,634	451,243
Convertible debt, net of current portion ¹	816,454	1,113,478
Customer advances, net of current portion ¹	69,062	298
Other long-term liabilities ¹	954,646	721,032
Total liabilities	3,366,981	3,376,226
Commitments and contingencies (Note 9)		
Redeemable noncontrolling interests in subsidiaries	15,236	103,621
Equity:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; none issued and outstanding as of both December 31, 2017 and January 1, 2017	—	—
Common stock, \$0.001 par value, 367,500,000 shares authorized; 149,818,442 shares issued, and 139,660,635 outstanding as of December 31, 2017; 148,079,718 shares issued, and 138,510,325 outstanding as of January 1, 2017	140	139
Additional paid-in capital	2,442,513	2,410,395
Accumulated deficit	(2,115,188)	(1,218,681)
Accumulated other comprehensive loss	(3,008)	(7,238)
Treasury stock, at cost; 10,157,807 shares of common stock as of December 31, 2017; 9,569,393 shares of common stock as of January 1, 2017	(181,539)	(176,783)
Total stockholders' equity	142,918	1,007,832
Noncontrolling interests in subsidiaries	104,179	79,488
Total equity	247,097	1,087,320
Total liabilities and equity	\$ 3,629,314	\$ 4,567,167

¹ The Company has related-party balances for transactions made with Total S.A. and its affiliates as well as unconsolidated entities in which the Company has a direct equity investment. These related-party balances are recorded within the "Accounts receivable, net," "Costs and estimated earnings in excess of billings," "Project assets - plants and land, current portion," "Prepaid expenses and other current assets," "Other long-term assets," "Accounts payable," "Accrued liabilities," "Customer advances, current portion," "Convertible debt, current portion," "Convertible debt, net of current portion," "Customer advances, net of current portion," and "Other long-term liabilities" financial statement line items in the Consolidated Balance Sheets (see Note 2, Note 7, Note 9, Note 10, Note 11, and Note 12).

The accompanying notes are an integral part of these consolidated financial statements.

SunPower Corporation
Consolidated Statements of Operations
(In thousands, except per share data)

	Fiscal Year		
	December 31, 2017	January 1, 2017	January 3, 2016
Revenue ¹			
Solar power systems, components, and other	\$ 1,667,376	\$2,294,608	\$1,389,660
Residential leasing	204,437	264,954	186,813
	\$ 1,871,813	\$2,559,562	\$1,576,473
Cost of revenue ¹			
Solar power systems, components, and other	1,749,377	2,173,364	1,192,535
Residential leasing	137,707	196,232	139,292
	1,887,084	2,369,596	1,331,827
Gross margin	(15,271)	189,966	244,646
Operating expenses:			
Research and development ¹	80,785	116,130	99,063
Sales, general and administrative ¹	277,033	329,061	345,486
Restructuring charges	21,045	207,189	6,391
Impairment of residential lease assets	624,335	—	—
Total operating expenses	1,003,198	652,380	450,940
Operating loss	(1,018,469)	(462,414)	(206,294)
Other income (expense), net:			
Interest income	2,100	2,652	2,120
Interest expense ¹	(89,754)	(60,735)	(43,796)
Gain on settlement of preexisting relationships in connection with acquisition ²	—	203,252	—
Loss on equity method investment in connection with acquisition ²	—	(90,946)	—
Goodwill impairment	—	(147,365)	—
Other, net	(10,941)	(9,039)	5,659
Other expense, net	(98,595)	(102,181)	(36,017)
Loss before income taxes and equity in earnings of unconsolidated investees	(1,117,064)	(564,595)	(242,311)
Benefit from (provision for) income taxes	3,943	(7,319)	(66,694)
Equity in earnings of unconsolidated investees	20,211	28,070	9,569
Net loss	(1,092,910)	(543,844)	(299,436)
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	241,747	72,780	112,417
Net loss attributable to stockholders	\$ (851,163)	\$ (471,064)	\$ (187,019)
Net loss per share attributable to stockholders:			
Basic	\$ (6.11)	\$ (3.41)	\$ (1.39)
Diluted	\$ (6.11)	\$ (3.41)	\$ (1.39)
Weighted-average shares:			
Basic	139,370	137,985	134,884
Diluted	139,370	137,985	134,884

¹ The Company has related-party transactions with Total S.A. and its affiliates as well as unconsolidated entities in which the Company has a direct equity investment. These related-party transactions are recorded within the “Revenue: Solar power systems, components, and other,” “Cost of revenue: Solar power systems, components, and other,” “Operating expenses: Research and development,” “Operating expenses: Sales, general and administrative,” and “Other income (expense), net: Interest expense” financial statement line items in the Consolidated Statements of Operations (see Note 2 and Note 10).

² See Note 3.

The accompanying notes are an integral part of these consolidated financial statements.

SunPower Corporation
Consolidated Statements of Comprehensive Loss
(In thousands)

	Fiscal Year		
	December 31, 2017	January 1, 2017	January 3, 2016
Net loss	\$(1,092,910)	\$(543,844)	\$(299,436)
Components of other comprehensive income (loss):			
Translation adjustment	5,638	(1,085)	(2,452)
Net change in derivatives (Note 12)	(1,764)	(4,739)	7,385
Net gain (loss) on long-term pension liability adjustment	(64)	6,283	823
Unrealized gain on investments	(145)	—	—
Income taxes	565	326	(324)
Total other comprehensive loss	4,230	785	5,432
Total comprehensive loss	(1,088,680)	(543,059)	(294,004)
Comprehensive loss attributable to noncontrolling interests and redeemable noncontrolling interests	241,747	72,780	112,417
Comprehensive loss attributable to stockholders	\$ (846,933)	\$(470,279)	\$(181,587)

The accompanying notes are an integral part of these consolidated financial statements.

SunPower Corporation
Consolidated Statements of Equity
(In thousands)

	<u>Common Stock</u>				Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
	Redeemable Noncontrolling Interests	Shares	Value	Additional Paid-in Capital						
Balances at December 28, 2014	\$ 28,566	131,466	\$131	\$2,219,581	\$(111,485)	\$(13,455)	\$ (560,598)	\$1,534,174	\$ 41,855	\$1,576,029
Net loss	(13,689)	—	—	—	—	—	(187,019)	(187,019)	(98,728)	(285,747)
Other comprehensive income	—	—	—	—	—	5,432	—	5,432	—	5,432
Issuance of common stock upon exercise of options	—	58	—	514	—	—	—	514	—	514
Issuance of restricted stock to employees, net of cancellations	—	3,560	3	(3)	—	—	—	—	—	—
Settlement of the 4.5% Warrants	—	3,008	3	(577)	—	—	—	(574)	—	(574)
Stock-based compensation expense	—	—	—	61,481	—	—	—	61,481	—	61,481
Tax benefit from convertible debt interest deduction	—	—	—	39,546	—	—	—	39,546	—	39,546
Tax benefit from stock-based compensation	—	—	—	39,375	—	—	—	39,375	—	39,375
Contributions from noncontrolling interests	57,064	—	—	—	—	—	—	—	123,817	123,817
Distributions to noncontrolling interests	(2,837)	—	—	—	—	—	—	—	(7,454)	(7,454)
Purchases of treasury stock	—	(1,381)	—	—	(43,780)	—	—	(43,780)	—	(43,780)
Balances at January 3, 2016	\$ 69,104	136,711	\$137	\$2,359,917	\$(155,265)	(\$ 8,023)	\$ (747,617)	\$1,449,149	\$ 59,490	\$1,508,639
Net income (loss)	(75,817)	—	—	—	—	—	(471,064)	(471,064)	3,036	(468,028)
Other comprehensive loss	—	—	—	—	—	785	—	785	—	785
Issuance of restricted stock to employees, net of cancellations	—	2,836	3	—	—	—	—	3	—	3
Stock-based compensation expense	—	—	—	56,110	—	—	—	56,110	—	56,110
Tax benefit from convertible debt interest deduction	—	—	—	(2,822)	—	—	—	(2,822)	—	(2,822)
Tax benefit from stock-based compensation	—	—	—	(2,810)	—	—	—	(2,810)	—	(2,810)
Contributions from noncontrolling interests	117,120	—	—	—	—	—	—	—	29,215	29,215
Distributions to noncontrolling interests	(6,786)	—	—	—	—	—	—	—	(12,253)	(12,253)
Purchases of treasury stock	—	(1,039)	(1)	—	(21,518)	—	—	(21,519)	—	(21,519)
Balances at January 1, 2017	\$ 103,621	138,508	\$139	\$2,410,395	\$(176,783)	(\$ 7,238)	\$(1,218,681)	\$1,007,832	\$ 79,488	\$1,087,320
Cumulative-effect upon adoption of ASU 2016-09 and ASU 2016-16 (Note 1)	—	—	—	—	—	—	(45,344)	(45,344)	—	(45,344)
Net loss	(152,926)	—	—	—	—	—	(851,163)	(851,163)	(88,821)	(939,984)
Other comprehensive loss	—	—	—	—	—	4,230	—	4,230	—	4,230
Issuance of restricted stock to employees, net of cancellations	—	1,739	2	—	—	—	—	2	—	2
Stock-based compensation expense	—	—	—	32,118	—	—	—	32,118	—	32,118
Contributions from noncontrolling interests	71,928	—	—	—	—	—	—	—	125,500	125,500
Distributions to noncontrolling interests	(7,387)	—	—	—	—	—	—	—	(11,988)	(11,988)
Purchases of treasury stock	—	(589)	(1)	—	(4,756)	—	—	(4,757)	—	(4,757)
Balances at December 31, 2017	\$ 15,236	139,658	\$140	\$2,442,513	\$(181,539)	(\$ 3,008)	\$(2,115,188)	\$ 142,918	\$104,179	\$ 247,097

The accompanying notes are an integral part of these consolidated financial statements.

SunPower Corporation
Consolidated Statements of Cash Flows
(In thousands)

	Fiscal Year		
	December 31, 2017	January 1, 2017	January 3, 2016
Cash flows from operating activities:			
Net loss	\$(1,092,910)	\$(543,844)	\$(299,436)
Adjustments to reconcile net loss to net cash used in operating activities, net of effect of acquisitions:			
Depreciation and amortization	188,698	174,209	138,007
Stock-based compensation	34,674	61,498	58,960
Non-cash interest expense	18,390	1,057	6,184
Non-cash restructuring charges	—	166,717	—
Gain on settlement of preexisting relationships in connection with acquisition	—	(203,252)	—
Impairment of equity method investment	8,607	90,946	—
Goodwill impairment	—	147,365	—
Dividend from 8point3 Energy Partners LP	30,091	6,949	—
Equity in earnings of unconsolidated investees	(20,211)	(28,070)	(9,569)
Gain on sale of equity method investment	(5,346)	—	—
Excess tax benefit from stock-based compensation	—	(2,810)	(39,375)
Deferred income taxes	(6,966)	(6,611)	50,238
Gain on sale of residential lease portfolio to 8point3 Energy Partners LP	—	—	(27,915)
Impairment of residential lease assets	624,335	—	—
Other, net	1,299	4,793	2,589
Changes in operating assets and liabilities, net of effect of acquisitions:			
Accounts receivable	(458)	(33,466)	311,743
Costs and estimated earnings in excess of billings	14,577	6,198	148,426
Inventories	(38,236)	(70,448)	(237,764)
Project assets	19,153	33,248	(763,065)
Prepaid expenses and other assets	158,868	48,758	(80,105)
Long-term financing receivables, net	(123,842)	(172,542)	(142,973)
Advances to suppliers	68,767	74,341	50,560
Accounts payable and other accrued liabilities	(192,096)	(12,146)	97,433
Billings in excess of costs and estimated earnings	(68,432)	(38,204)	30,661
Customer advances	113,626	(16,969)	(20,830)
Net cash used in operating activities	<u>(267,412)</u>	<u>(312,283)</u>	<u>(726,231)</u>
Cash flows from investing activities:			
Purchases of property, plant and equipment	(69,791)	(187,094)	(230,050)
Cash paid for solar power systems, leased and to be leased	(86,539)	(84,289)	(88,376)
Cash paid for solar power systems	(126,548)	(38,746)	(10,007)
Proceeds from sales or maturities of marketable securities	—	6,210	—
Proceeds from (payments to) 8point3 Energy Partners LP	—	(9,838)	539,791
Purchases of marketable securities	(1,306)	(4,955)	—
Cash paid for acquisitions, net of cash acquired	—	(24,003)	(64,756)
Dividend from equity method investees	3,773	—	—
Proceeds from sale of investment in joint ventures and non-public companies	5,954	—	—
Cash paid for investments in unconsolidated investees	(18,627)	(11,547)	(4,092)
Cash paid for intangibles	—	(521)	(9,936)
Net cash provided (used in) investing activities	<u>(293,084)</u>	<u>(354,783)</u>	<u>132,574</u>

The accompanying notes are an integral part of these consolidated financial statements.

	Fiscal Year		
	December 31, 2017	January 1, 2017	January 3, 2016
Cash flows from financing activities:			
Proceeds from issuance of convertible debt, net of issuance costs	—	—	416,305
Cash paid for repurchase of convertible debt	—	—	(324,352)
Proceeds from settlement of 4.50% Bond Hedge	—	—	74,628
Payments to settle 4.50% Warrants	—	—	(574)
Cash paid for acquisitions	—	(5,714)	—
Proceeds from bank loans and other debt	339,253	113,645	—
Repayment of bank loans and other debt	(358,317)	(143,601)	(16,088)
Proceeds from issuance of non-recourse residential financing, net of issuance costs	89,612	183,990	100,108
Repayment of non-recourse residential financing	(6,888)	(37,932)	(41,503)
Contributions from noncontrolling interests and redeemable noncontrolling interests attributable to residential projects	196,628	146,334	180,881
Distributions to noncontrolling interests and redeemable noncontrolling interests attributable to residential projects	(18,228)	(19,039)	(10,291)
Proceeds from issuance of non-recourse power plant and commercial financing, net of issuance costs	527,897	738,822	441,775
Repayment of non-recourse power plant and commercial financing . . .	(176,069)	(795,209)	(238,744)
Proceeds from 8point3 Energy Partners LP attributable to operating leases and unguaranteed sales-type lease residual values	—	—	29,300
Contributions from noncontrolling interests attributable to real estate projects	—	—	12,410
Proceeds from exercise of stock options	—	—	517
Contributions from noncontrolling interests attributable to power plant and commercial projects	800	—	—
Excess tax benefit from stock-based compensation	—	—	39,375
Purchases of stock for tax withholding obligations on vested restricted stock	(4,756)	(21,517)	(43,780)
Net cash provided by financing activities	589,932	159,779	619,967
Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents	689	735	(4,782)
Net increase (decrease) in cash, cash equivalents, restricted cash and restricted cash equivalents	30,125	(506,552)	21,528
Cash, cash equivalents, restricted cash and restricted cash equivalents, beginning of period ¹	514,212	1,020,764	999,236
Cash, cash equivalents, restricted cash and restricted cash equivalents, end of period ¹	<u>\$ 544,337</u>	<u>\$ 514,212</u>	<u>\$1,020,764</u>
Non-cash transactions:			
Assignment of residential lease receivables to third parties	\$ 129	\$ 4,290	\$ 3,315
Costs of solar power systems, leased and to be leased, sourced from existing inventory	\$ 57,688	\$ 57,422	\$ 66,604
Costs of solar power systems, leased and to be leased, funded by liabilities	\$ 5,527	\$ 3,026	\$ 10,972
Costs of solar power systems under sale-leaseback financing arrangements, sourced from project assets	\$ 110,375	\$ 27,971	\$ 6,076
Property, plant and equipment acquisitions funded by liabilities	\$ 15,706	\$ 43,817	\$ 28,950
Net reclassification of cash proceeds offset by project assets in connection with the deconsolidation of assets sold to the 8point3 Group	\$ 4,918	\$ 45,862	\$ 102,333

The accompanying notes are an integral part of these consolidated financial statements.

	Fiscal Year		
	December 31, 2017	January 1, 2017	January 3, 2016
Exchange of receivables for an investment in an unconsolidated investee	\$ —	\$ 2,890	\$ —
Contractual obligations satisfied with inventory	\$ 34,675	\$ —	\$ —
Assumption of debt by buyer upon sale of projects	\$196,104	\$ —	\$ —
Sale of residential lease portfolio in exchange for non-controlling equity interests in the 8point3 Group.....	\$ —	\$ —	\$68,273
Acquisition funded by liabilities.....	\$ —	\$103,354	\$ —
Supplemental cash flow information:			
Cash paid for interest, net of amount capitalized	\$ 59,885	\$ 35,770	\$34,909
Cash paid for income taxes.....	\$ 12,795	\$ 35,414	\$29,509

¹ “Cash, cash equivalents, restricted cash and restricted cash equivalents” balance consisted of “Cash and cash equivalents”, “Restricted cash and cash equivalents, current portion” and “Restricted cash and cash equivalents, net of current portion” financial statement line items in the Consolidated Balance Sheets for the respective periods.

The accompanying notes are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

Note 1. THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

SunPower Corporation (together with its subsidiaries, the “Company” or “SunPower”) is a leading global energy company that delivers complete solar solutions to residential, commercial, and power plant customers worldwide through an array of hardware, software, and financing options and through utility-scale solar power system construction and development capabilities, operations and maintenance (“O&M”) services, and “Smart Energy” solutions. SunPower’s Smart Energy initiative is designed to add layers of intelligent control to homes, buildings and grids—all personalized through easy-to-use customer interfaces. Of all the solar cells commercially available to the mass market, the Company believes its solar cells have the highest conversion efficiency, a measurement of the amount of sunlight converted by the solar cell into electricity. SunPower Corporation is a majority-owned subsidiary of Total Solar International SAS (“Total”), formerly Total Energies Nouvelles Activités USA, a subsidiary of Total S.A. (“Total S.A.”) (see Note 2).

The Company’s Chief Executive Officer, as the chief operating decision maker (“CODM”), has organized the Company, manages resource allocations and measures performance of the Company’s activities among three end-customer segments: (i) Residential Segment, (ii) Commercial Segment and (iii) Power Plant Segment. The Residential and Commercial Segments combined are referred to as Distributed Generation.

The Company’s Residential Segment refers to sales of solar energy solutions to residential end customers through a variety of means, including cash sales and long-term leases directly to end customers, sales to resellers, including the Company’s third-party global dealer network, and sales of the Company’s O&M services. The Company’s Commercial Segment refers to sales of solar energy solutions to commercial and public entity end customers through a variety of means, including direct sales of turn-key engineering, procurement and construction (“EPC”) services, sales to the Company’s third-party global dealer network, sales of energy under power purchase agreements (“PPAs”), and sales of the Company’s O&M services. The Power Plant Segment refers to the Company’s large-scale solar products and systems business, which includes power plant project development and project sales, EPC services for power plant construction, power plant O&M services and component sales for power plants developed by third parties, sometimes on a multi-year, firm commitment basis.

Liquidity

The Company continues to face challenging industry conditions and a competitive environment. While the Company continues to focus on improving overall operating performance and liquidity, including managing cash flow and working capital, notably with cash savings resulting from restructuring actions and cost reduction initiatives put in place in the third and fourth quarters of 2016, the Company’s net losses continued through the fiscal 2017 and are expected to continue through 2018. The Company has the ability to enhance its available cash by borrowing up to \$95.0 million under its revolving credit facility with Credit Agricole pursuant to the Letter Agreement executed by the Company and Total S.A. on May 8, 2017 (see “Item 1. Financial Statements—Notes to Consolidated Financial Statements—Note 2. Transactions with Total and Total S.A.”). However, our \$300.0 million 0.75% senior convertible debentures due 2018 (the “0.75% debentures due 2018”), \$200.0 million of which are held by Total, mature on June 1, 2018. These events and conditions indicate the Company may not have the liquid funds necessary to repay the existing 0.75% debentures due 2018 at maturity and satisfy our estimated liquidity needs within the 12 months from the date of issuance of the consolidated financial statements contained herein. The Company has decided to divest certain assets, such as its equity interest in 8point3 Group (see “Item 1. Financial Statements—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments and Note 18. Subsequent Events.”), and join the sale process initiated by First Solar, Inc. On February 5, 2018, 8point3 Energy Partners LP entered into a definitive agreement with CD Clean Energy and Infrastructure V JV, LLC, an equity fund managed by Capital Dynamics, Inc., and certain other co-investors (collectively, “Capital Dynamics”), pursuant to which Capital Dynamics will acquire the entire 8point3 Group (the “Proposed Transactions”).

The completion of the Proposed Transactions is subject to a number of closing conditions, including approval by a majority of the outstanding 8point3 public Class A shareholders, the expiration of the waiting period under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976, Federal Energy Regulatory Commission (FERC) Section 203 approval and the approval of the Committee on Foreign Investment in the

United States (CFIUS). Additionally, the Proposed Transactions are subject to certain other customary closing conditions. The Company believe it has sufficiently evaluated these closing conditions in concluding that the sale of the Company's equity interest in the 8point3 Group is considered probable of occurring prior to the maturity of the 0.75% debentures due 2018 and will generate sufficient proceeds to satisfy its repayment obligations, which the Company believes mitigates the conditions and events giving rise to uncertainty regarding repayment of the 0.75% debentures due 2018. In the event the Proposed Transactions do not close prior to the maturity of the 0.75% debentures due 2018, the Company expects to be able to obtain external sources of financing to repay the 0.75% debentures due 2018. The Company cannot predict, with certainty, the outcome of its actions to generate liquidity, including the outcome of the Proposed Transactions, or whether such actions would generate the necessary liquidity as currently anticipated to fulfill our obligations within the 12 months from the date of issuance of these consolidated financial statements.

Basis of Presentation and Preparation

Principles of Consolidation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("United States" or "U.S.") and include the accounts of the Company, all of its subsidiaries and special purpose entities, as appropriate under consolidation accounting guidelines. Intercompany transactions and balances have been eliminated in consolidation. The assets of the special purpose entities that the Company establishes in connection with certain project financing arrangements for customers are not designed to be available to service the general liabilities and obligations of the Company.

Reclassifications

Certain prior period balances have been reclassified to conform to the current period presentation in the Company's consolidated financial statements and the accompanying notes. Such reclassifications had no effect on previously reported results of operations or accumulated deficit.

Fiscal Years

The Company has a 52-to-53-week fiscal year that ends on the Sunday closest to December 31. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Both fiscal 2017 and 2016 were 52-week fiscal years. Fiscal year 2015 was a 53-week fiscal year and had a 14-week fourth fiscal quarter. Fiscal 2017 ended on December 31, 2017, fiscal 2016 ended on January 1, 2017, and fiscal 2015 ended on January 3, 2016.

Management Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates in these consolidated financial statements include percentage-of-completion for construction projects; allowances for doubtful accounts receivable and sales returns; recoverability of financing receivables related to residential leases, inventory and project asset write-downs; stock-based compensation; estimates for valuation assumptions including discount rates, future cash flows and economic useful lives of property, plant and equipment, valuations for business combinations, intangible assets, investments, and other long-term assets; fair value and residual value of solar power systems, including those subject to residential operating leases; fair value of financial instruments; valuation of contingencies and certain accrued liabilities such as accrued warranty; and income taxes and tax valuation allowances and indemnities. Actual results could materially differ from those estimates.

Summary of Significant Accounting Policies

Fair Value of Financial Instruments

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying values of cash and cash equivalents, accounts receivable, and accounts payable approximate their respective fair values due to their short-term maturities. Investments in available-for-sale securities are carried at fair value based on quoted market prices or estimated based on market conditions and risks existing at each balance sheet date. Derivative financial instruments are carried at fair value based on quoted market prices for financial

instruments with similar characteristics. Unrealized gains and losses of the Company's available-for-sale securities and the effective portion of derivative financial instruments are excluded from earnings and reported as a component of "Accumulated other comprehensive loss" in the Consolidated Balance Sheets. Additionally, the Company assesses whether an other-than-temporary impairment loss on its available-for-sale securities has occurred due to declines in fair value or other market conditions. Declines in fair value that are considered other-than-temporary and the ineffective portion of derivatives financial instruments are included in "Other, net" in the Consolidated Statements of Operations.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity during a period from non-owner sources. The Company's comprehensive income (loss) for each period presented is comprised of (i) the Company's net income (loss); (ii) foreign currency translation adjustment of the Company's foreign subsidiaries whose assets and liabilities are translated from their respective functional currencies at exchange rates in effect at the balance sheet date, and revenues and expenses are translated at average exchange rates prevailing during the applicable period; and (iii) changes in unrealized gains or losses, net of tax, for the effective portion of derivatives designated as cash flow hedges (see Note 12) and available-for-sale securities carried at their fair value.

Cash Equivalents

Highly liquid investments with original or remaining maturities of ninety days or less at the date of purchase are considered cash equivalents.

Cash in Restricted Accounts

The Company maintains cash and cash equivalents in restricted accounts pursuant to various letters of credit, surety bonds, loan agreements, and other agreements in the normal course of business. The Company also holds debt securities, consisting of Philippine government bonds, which are classified as "Restricted long-term marketable securities" on the Company's Consolidated Balance Sheets as they are maintained as collateral for present and future business transactions within the country (see Note 5).

Short-Term and Long-Term Investments

The Company invests in money market funds and debt securities. In general, investments with original maturities of greater than ninety days and remaining maturities of one year or less are classified as short-term investments, and investments with maturities of more than one year are classified as long-term investments. Investments with maturities beyond one year may be classified as short-term based on their highly liquid nature and because such investments represent the investment of cash that is available for current operations. Despite the long-term maturities, the Company has the ability and intent, if necessary, to liquidate any of these investments in order to meet the Company's working capital needs within its normal operating cycles. The Company has classified these investments as available-for-sale securities.

Inventories

Inventories are accounted for on a first-in-first-out basis and are valued at the lower of cost or net realizable value. The Company evaluates the realizability of its inventories, including purchase commitments under fixed-price long-term supply agreements, based on assumptions about expected demand and market conditions. The Company's assumption of expected demand is developed based on its analysis of bookings, sales backlog, sales pipeline, market forecast, and competitive intelligence. The Company's assumption of expected demand is compared to available inventory, production capacity, future polysilicon purchase commitments, available third-party inventory, and growth plans. The Company's factory production plans, which drive materials requirement planning, are established based on its assumptions of expected demand. The Company responds to reductions in expected demand by temporarily reducing manufacturing output and adjusting expected valuation assumptions as necessary. In addition, expected demand by geography has changed historically due to changes in the availability and size of government mandates and economic incentives.

The Company evaluates the terms of its long-term inventory purchase agreements with suppliers, including joint ventures, for the procurement of polysilicon, ingots, wafers, and solar cells and establishes accruals for estimated losses on adverse purchase commitments as necessary, such as lower of cost or net realizable value

adjustments, forfeiture of advanced deposits and liquidated damages. Obligations related to non-cancellable purchase orders for inventories match current and forecasted sales orders that will consume these ordered materials and actual consumption of these ordered materials are compared to expected demand regularly. The Company anticipates total obligations related to long-term supply agreements for inventories will be realized because quantities are less than management's expected demand for its solar power products for the foreseeable future and because the raw materials subject to these long-term supply agreements are not subject to spoilage or other factors that would deteriorate its usability; however, if raw materials inventory balances temporarily exceed near-term demand, the Company may elect to sell such inventory to third parties to optimize working capital needs. In addition, because the purchase prices required by the Company's long-term polysilicon agreements are significantly higher than current market prices for similar materials, if the Company is not able to profitably utilize this material in its operations or elect to sell near-term excess, the Company may incur additional losses. Other market conditions that could affect the realizable value of the Company's inventories and are periodically evaluated by management include historical inventory turnover ratio, anticipated sales price, new product development schedules, the effect new products might have on the sale of existing products, product obsolescence, customer concentrations, the current market price of polysilicon as compared to the price in the Company's fixed-price arrangements, and product merchantability, among other factors. If, based on assumptions about expected demand and market conditions, the Company determines that the cost of inventories exceeds its net realizable value or inventory is excess or obsolete, or the Company enters into arrangements with third parties for the sale of raw materials that do not allow it to recover its current contractually committed price for such raw materials, the Company records a write-down or accrual equal to the difference between the cost of inventories and the estimated net realizable value, which may be material. If actual market conditions are more favorable, the Company may have higher gross margin when products that have been previously written down are sold in the normal course of business (see Note 5).

Solar Power Systems Leased and to be Leased

Solar power systems leased to residential customers under operating leases are stated at cost, less accumulated depreciation and are amortized to their estimated residual value over the life of the lease term of up to 20 years.

Solar power systems to be leased represents systems that are under installation or which have not been interconnected, which will be depreciated as solar power systems leased to customers when the respective systems are completed, interconnected and subsequently leased to residential customers under operating leases.

Initial direct costs for operating leases are capitalized and amortized over the term of the related customer lease agreements.

For the year ended December 31, 2017, events and circumstances indicated that the Company's solar power systems leased and to be leased might not be recoverable. The Company determined it was necessary to evaluate the potential for impairment in its ability to recover the carrying amounts of these assets. Estimates and judgments about future cash flows were made using an income approach defined as Level 3 inputs under fair value measurement standards. The income approach, specifically a discounted cash flow analysis, included assumptions for, among others, forecasted lease income, expenses, default rates, residual value of these lease assets and long-term discount rates, all of which require significant judgment by the Company. In accordance with such evaluation, the Company recognized a non-cash impairment charge on the consolidated statement of operations. For additional information on the related impairment charge, see "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing—Impairment of Residential Lease Assets."

Financing Receivables

Leases are classified as either operating or sales-type leases in accordance with the relevant accounting guidelines. Financing receivables are generated by solar power systems leased to residential customers under sales-type leases. Financing receivables are initially recorded based on the expected gross minimum lease payments to be received from customers over a period commensurate with the remaining lease term of up to 20 years and the systems estimated residual value, net of unearned income and allowance for estimated losses. Initial direct costs for sales-type leases are recognized as cost of sales when the solar power systems are placed in service.

Due to the homogeneous nature of its leasing transactions, SunPower manages its financing receivables on an aggregate basis when assessing credit risk. SunPower also considers the credit risk profile for its lease customers to be homogeneous due to the criteria the Company uses to approve customers for its residential leasing program, which among other things, requires a minimum “fair” FICO credit quality. Accordingly, the Company does not regularly categorize its financing receivables by credit risk.

The Company recognizes an allowance for losses on financing receivables in an amount equal to the probable losses net of recoveries. SunPower maintains reserve percentages on past-due receivable aging buckets and bases such percentages on several factors, including consideration of historical credit losses and information derived from industry benchmarking. The Company also places doubtful financing receivables on nonaccrual status and discontinues accrual of interest. Financing receivables over 180 days are determined to be delinquent.

For the year ended December 31, 2017, events and circumstances indicated that the Company might not be able to collect all amounts due according to the contractual terms of the underlying lease agreements. The Company determined it was necessary to evaluate the potential for allowances in its ability to collect these receivables. Estimates and judgments about future cash flows were made using an income approach defined as Level 3 inputs under fair value measurement standards. The income approach, specifically a discounted cash flow analysis, included assumptions for, among others, forecasted lease income, expenses, default rates, residual value of these lease assets and long-term discount rates, all of which require significant judgment by the Company. In accordance with such evaluation, the Company recognized an allowance for losses on the consolidated statement of operations. For additional information on the related impairment charge, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6. Leasing—Impairment of Residential Lease Assets.”

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation. Depreciation, excluding solar power systems leased to residential customers and those associated with sale-leaseback transactions under the financing method, is computed using the straight-line method over the estimated useful lives of the assets as presented below. Solar power systems leased to residential customers and those associated with sale-leaseback transactions under the financing method are depreciated using the straight-line method to their estimated residual values over the lease terms of up to 20 years. Leasehold improvements are amortized over the shorter of the estimated useful lives of the assets or the remaining term of the lease. Repairs and maintenance costs are expensed as incurred.

	<u>Useful Lives in Years</u>
Buildings	20 to 30
Leasehold improvements	1 to 20
Manufacturing equipment	7 to 15
Computer equipment	2 to 7
Solar power systems	30
Furniture and fixtures	3 to 5

Interest Capitalization

The interest cost associated with major development and construction projects is capitalized and included in the cost of the property, plant and equipment or project assets. Interest capitalization ceases once a project is substantially complete or no longer undergoing construction activities to prepare it for its intended use. When no debt is specifically identified as being incurred in connection with a construction project, the Company capitalizes interest on amounts expended on the project at the Company’s weighted average cost of borrowed money.

Long-Lived Assets

The Company evaluates its long-lived assets, including property, plant and equipment, solar power systems leased and to be leased, and other intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered

important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. The Company's impairment evaluation of long-lived assets includes an analysis of estimated future undiscounted net cash flows expected to be generated by the assets over their remaining estimated useful lives. If the Company's estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets over the remaining estimated useful lives, it records an impairment loss in the amount by which the carrying value of the assets exceeds the fair value. Fair value is generally measured based on either quoted market prices, if available, or discounted cash flow analysis.

For the year ended December 31, 2017, events and circumstances (specifically, the uncertainties associated with the Section 201 trade case) indicated that the carrying values of the Company's long-lived assets associated with its manufacturing operations might not be recoverable. As a result, the Company performed an impairment evaluation utilizing the information available to the Company as of the filing date, and its estimate of undiscounted cash flows indicated that such carrying amounts were expected to be recovered. Nonetheless, as more information becomes available, it is reasonably possible that the Company's estimate of undiscounted cash flows may change in the near term resulting in the need to write down certain long-lived assets to fair value. The Company's estimate of cash flows might change in relation to the implications of the remedies imposed as a result of the Section 201 trade case, the results of which could materially and adversely impact its business, revenues, margins, results of operations and estimated future cash flows. While the Company's estimate of undiscounted cash flows exceeded the long-lived assets carrying amounts, based on the information currently available for evaluation as of the filing date, uncertainties surrounding the potential implications of the tariffs imposed, interpretations of the ruling, including the applicability of the quotas and potential product and country exclusions remain. The Company will perform a comprehensive review of its long-term strategy as a result of these tariffs in the coming months and as a result, the Company may be exposed to impairment in the future, which could be material to its results of operations.

Project Assets - Plant and Land

Project assets consist primarily of capitalized costs relating to solar power system projects in various stages of development that the Company incurs prior to the sale of the solar power system to a third-party. These costs include costs for land and costs for developing and constructing a solar power system. Development costs can include legal, consulting, permitting, and other similar costs. Once the Company enters into a definitive sales agreement, it reclassifies these project asset costs to deferred project costs within "Prepaid expenses and other current assets" in its Consolidated Balance Sheet until the Company has met the criteria to recognize the sale of the project asset or solar power project as revenue. The Company releases these project costs to cost of revenue as each respective project asset or solar power system is sold to a customer, since the project is constructed for a customer (matching the underlying revenue recognition method).

The Company evaluates the realizability of project assets whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company considers the project to be recoverable if it is anticipated to be sellable for a profit once it is either fully developed or fully constructed or if costs incurred to date may be recovered via other means, such as a sale prior to the completion of the development cycle. The Company examines a number of factors to determine if the project will be profitable, including whether there are any environmental, ecological, permitting, or regulatory conditions that have changed for the project since the start of development. In addition, the company must anticipate market conditions, such as the future cost of energy and changes in the factors that its future customers use to value its project assets in sale arrangements, including the internal rate of return that customers expect. Changes in such conditions could cause the cost of the project to increase or the selling price of the project to decrease. Due to the development, construction, and sale timeframe of the Company's larger solar projects, it classifies project assets which are not expected to be sold within the next 12 months as "Project assets - plants and land, net of current portion" on the Consolidated Balance Sheets. Once specific milestones have been achieved, the Company determines if the sale of the project assets will occur within the next 12 months from a given balance sheet date and, if so, it then reclassifies the project assets as current.

Product Warranties

The Company generally provides a 25-year standard warranty for the solar panels that it manufactures for defects in materials and workmanship. The warranty provides that the Company will repair or replace any defective solar panels during the warranty period. In addition, the Company passes through to customers

long-term warranties from the original equipment manufacturers of certain system components, such as inverters. Warranties of 25 years from solar panel suppliers are standard in the solar industry, while certain system components carry warranty periods ranging from five to 20 years.

In addition, the Company generally warrants its workmanship on installed systems for periods ranging up to 25 years and also provides a separate system output performance warranty to customers that have subscribed to the Company's post-installation monitoring and maintenance services which expires upon termination of the post-installation monitoring and maintenance services related to the system. The warranted system output performance level varies by system depending on the characteristics of the system and the negotiated agreement with the customer, and the level declines over time to account for the expected degradation of the system. Actual system output is typically measured annually for purposes of determining whether warranted performance levels have been met. The warranty excludes system output shortfalls attributable to force majeure events, customer curtailment, irregular weather, and other similar factors. In the event that the system output falls below the warranted performance level during the applicable warranty period, and provided that the shortfall is not caused by a factor that is excluded from the performance warranty, the warranty provides that the Company will pay the customer a liquidated damage based on the value of the shortfall of energy produced relative to the applicable warranted performance level.

The Company maintains reserves to cover the expected costs that could result from these warranties. The Company's expected costs are generally in the form of product replacement or repair. Warranty reserves are based on the Company's best estimate of such costs and are recognized as a cost of revenue. The Company continuously monitors product returns for warranty failures and maintains a reserve for the related warranty expenses based on various factors including historical warranty claims, results of accelerated lab testing, field monitoring, vendor reliability estimates, and data on industry averages for similar products. Due to the potential for variability in these underlying factors, the difference between the Company's estimated costs and its actual costs could be material to the Company's consolidated financial statements. If actual product failure rates or the frequency or severity of reported claims differ from the Company's estimates or if there are delays in the Company's responsiveness to outages, the Company may be required to revise its estimated warranty liability. Historically, warranty costs have been within management's expectations (see Note 9).

Revenue Recognition

Solar Power Components

The Company sells its solar panels and balance of system components primarily to dealers, system integrators and distributors, and recognizes revenue, net of accruals for estimated sales returns, when persuasive evidence of an arrangement exists, delivery of the product has occurred, title and risk of loss has passed to the customer, the sales price is fixed or determinable, collectability of the resulting receivable is reasonably assured, and the risks and rewards of ownership have passed to the customer. Other than standard warranty obligations, there are no rights of return and there are no significant post-shipment obligations, including installation, training or customer acceptance clauses with any of the Company's customers that could have an impact on revenue recognition. The Company's revenue recognition policy is consistent across all geographic areas.

The provision for estimated sales returns on product sales is recorded in the same period the related revenues are recorded. These estimates are based on historical sales returns, analysis of credit memo data, and other known factors. Actual returns could differ from these estimates.

Construction Contracts

Revenue is also composed of EPC projects which are governed by customer contracts that require the Company to deliver functioning solar power systems and are generally completed within three to twelve months from commencement of construction. Construction on large projects may be completed within eighteen to thirty-six months, depending on the size and location. The Company recognizes revenue from fixed price construction contracts, which do not include land or land rights, using the percentage-of-completion method of accounting. Under this method, revenue arising from fixed-price construction contracts is recognized as work is performed based on the percentage of incurred costs to estimated total forecasted costs.

Incurred costs used in the Company's percentage-of-completion calculation include all direct material, labor and subcontract costs, and those indirect costs related to contract performance, such as indirect labor, supplies,

and tools. Project material costs are included in incurred costs when the project materials have been installed by being permanently attached or fitted to the solar power system as required by the project's engineering design.

In addition to an EPC deliverable, many arrangements also include multiple deliverables such as post-installation systems monitoring and maintenance. For contracts with separately priced monitoring and maintenance, the Company recognizes revenue related to such separately priced elements over the contract period. For contracts including monitoring and maintenance not separately priced, the Company determined that post-installation systems monitoring and maintenance qualify as separate units of accounting. Such post-installation monitoring and maintenance are deferred at the time the contract is executed based on the best estimate of selling price on a standalone basis and are recognized to revenue over the contractual term. The remaining EPC revenue is recognized on a percentage-of-completion basis.

In addition, when arrangements include contingent revenue clauses, such as customer termination or put rights for non-performance, the Company defers the contingent revenue if there is a reasonable possibility that such rights or contingencies may be triggered. In certain limited cases, the Company could be required to buy back a customer's system at fair value on specified future dates if certain minimum performance thresholds are not met for periods of up to two years. To date, no such repurchase obligations have been required.

Provisions for estimated losses on uncompleted contracts, if any, are recognized in the period in which the loss first becomes probable and reasonably estimable. Contracts may include profit incentives such as milestone bonuses. These profit incentives are included in the contract value when their realization is reasonably assured.

Development Projects

The Company develops and sells solar power plants which generally include the sale or lease of related real estate. Revenue recognition for these solar power plants require adherence to specific guidance for real estate sales, which provides that if the Company executes a sale of land in conjunction with an EPC contract requiring the future development of the property, it recognizes revenue and the corresponding costs under the full accrual method when all of the following requirements are met: the sale is consummated, the buyer's initial and any continuing investments are adequate, the resulting receivables are not subject to subordination, the future costs to develop the property can be reasonably estimated, it has transferred the customary risk and rewards of ownership to the buyer, and it does not have prohibited continuing involvement with the property or the buyer. In general, a sale is consummated upon the execution of an agreement documenting the terms of the sale and receipt of a minimum initial payment by the buyer to substantiate the transfer of risk to the buyer. Depending on the value of the initial and continuing investment of the buyer, and provided the recovery of the costs of the solar power plant are assured if the buyer defaults, it may defer revenue and profit during construction by aligning its revenue recognition and release of deferred project costs to cost of sales with the receipt of payment from the buyer. At the time the Company has unconditionally received payment from the buyer, revenue is recognized and deferred project costs are released to cost of sales at the same rate of profit estimated throughout the construction of the project. Further, in situations where we have a noncontrolling equity interest in the buyer, we may defer all or a portion of our revenue or profit in accordance with specific guidance for partial sales of real estate.

The Company has determined that its standard product and workmanship warranties do not represent prohibited forms of continuing involvement that would otherwise preclude revenue recognition as these warranties do not result in the retention of substantial risks or rewards of ownership or result in a seller guarantee as described in real estate accounting guidance. Similarly, the Company has determined that when it provides post-installation monitoring and maintenance services and associated system output performance warranties to customers of projects that include the sale or lease of real estate, these are not forms of prohibited continuing involvement since the terms and conditions of the post-installation monitoring and maintenance services are commensurate with market rates, control over the right to terminate the post-installation monitoring and maintenance contract and associated system output performance warranties rests with the customer since the customer has the right to terminate for convenience, and the terms and conditions for the system output performance warranties do not result in any additional services or efforts by the Company or in the retention of ownership risks outside of the Company's control.

Residential Leases

The Company offers a solar lease program, in partnership with third-party financial institutions, which allows its residential customers to obtain SunPower systems under lease agreements for terms of up to 20 years. Leases are classified as either operating or sales-type leases in accordance with the relevant accounting guidelines.

For those systems classified as sales-type leases, the net present value of the minimum lease payments, net of executory costs, is recognized as revenue when the lease is placed in service. This net present value as well as the net present value of the residual value of the lease at termination are recorded as financing receivables in the Consolidated Balance Sheets. The difference between the initial net amounts and the gross amounts are amortized to revenue over the lease term using the interest method. The residual values of our solar systems are determined at the inception of the lease applying an estimated system fair value at the end of the lease term.

For those systems classified as operating leases, rental revenue is recognized, net of executory costs, on a straight-line basis over the term of the lease.

Shipping and Handling Costs

The Company records costs related to shipping and handling in cost of revenue.

Stock-Based Compensation

The Company measures and records compensation expense for all stock-based payment awards based on estimated fair values. The Company provides stock-based awards to its employees, executive officers, and directors through various equity compensation plans including its employee stock option and restricted stock plans. The fair value of restricted stock units is based on the market price of the Company's common stock on the date of grant. The Company has not granted stock options since fiscal 2008.

The Company estimates forfeitures at the date of grant. The Company's estimate of forfeitures is based on its historical activity, which it believes is indicative of expected forfeitures. In subsequent periods if the actual rate of forfeitures differs from the Company's estimate, the forfeiture rates are required to be revised, as necessary. Changes in the estimated forfeiture rates can have a significant effect on stock-based compensation expense since the effect of adjusting the rate is recognized in the period the forfeiture estimate is changed.

The Company also grants performance share units to executive officers and certain employees that require it to estimate expected achievement of performance targets over the performance period. This estimate involves judgment regarding future expectations of various financial performance measures. If there are changes in the Company's estimate of the level of financial performance measures expected to be achieved, the related stock-based compensation expense may be significantly increased or reduced in the period that its estimate changes.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expense totaled approximately \$6.3 million, \$24.9 million and \$23.4 million, in fiscal 2017, 2016, and 2015, respectively.

Research and Development Expense

Research and development expense consists primarily of salaries and related personnel costs, depreciation and the cost of solar cell and solar panel materials and services used for the development of products, including experiments and testing. All research and development costs are expensed as incurred. Research and development expense is reported net of contributions under the R&D Agreement with Total and contracts with governmental agencies because such contracts are considered collaborative arrangements.

Translation of Foreign Currency

The Company and certain of its subsidiaries use their respective local currency as their functional currency. Accordingly, foreign currency assets and liabilities are translated using exchange rates in effect at the end of the period. Aggregate exchange gains and losses arising from the translation of foreign assets and liabilities are included in "Accumulated other comprehensive loss" in the Consolidated Balance Sheets. Foreign subsidiaries

that use the U.S. dollar as their functional currency remeasure monetary assets and liabilities using exchange rates in effect at the end of the period. Exchange gains and losses arising from the remeasurement of monetary assets and liabilities are included in “Other, net” in the Consolidated Statements of Operations. Non-monetary assets and liabilities are carried at their historical values.

The Company includes gains or losses from foreign currency transactions in “Other, net” in the Consolidated Statements of Operations with the other hedging activities described in Note 12.

Concentration of Credit Risk

The Company is exposed to credit losses in the event of nonperformance by the counterparties to its financial and derivative instruments. Financial and derivative instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents, restricted cash and cash equivalents, investments, accounts receivable, notes receivable, advances to suppliers, foreign currency option contracts, foreign currency forward contracts, bond hedge and warrant transactions, and purchased options. The Company’s investment policy requires cash and cash equivalents, restricted cash and cash equivalents, and investments to be placed with high-quality financial institutions and to limit the amount of credit risk from any one issuer. Similarly, the Company enters into foreign currency derivative contracts and convertible debenture hedge transactions with high-quality financial institutions and limits the amount of credit exposure to any one counterparty. The foreign currency derivative contracts are limited to a time period of less than 9 months. The Company regularly evaluates the credit standing of its counterparty financial institutions.

The Company performs ongoing credit evaluations of its customers’ financial condition whenever deemed necessary and generally does not require collateral. The Company maintains an allowance for doubtful accounts based on the expected collectability of all accounts receivable, which takes into consideration an analysis of historical bad debts, specific customer creditworthiness and current economic trends. Qualified customers under our residential lease program are generally required to have a minimum credit score. We believe that our concentration of credit risk is limited because of our large number of customers, credit quality of the customer base, small account balances for most of these customers, and customer geographic diversification. As of December 31, 2017 and January 1, 2017 the Company had no customers that accounted for 10% of accounts receivable. In addition, one customer accounted for approximately 22% of the Company’s “Costs and estimated earnings in excess of billings” balance as of December 31, 2017 on the Consolidated Balance Sheets as compared to one customer that accounted for approximately 10% of the balance as of January 1, 2017.

The Company has entered into agreements with vendors that specify future quantities and pricing of polysilicon to be supplied for the next three years. The purchase prices required by these polysilicon supply agreements are significantly higher than current market prices for similar materials. Under certain agreements, the Company was required to make prepayments to the vendors over the terms of the arrangements.

Income Taxes

Deferred tax assets and liabilities are recognized for temporary differences between financial statement and income tax bases of assets and liabilities. Valuation allowances are provided against deferred tax assets when management cannot conclude that it is more likely than not that some portion or all deferred tax assets will be realized.

As applicable, interest and penalties on tax contingencies are included in “Benefit from (provision for) income taxes” in the Consolidated Statements of Operations and such amounts were not material for any periods presented. In addition, foreign exchange gains (losses) may result from estimated tax liabilities, which are expected to be settled in currencies other than the U.S. dollar.

Investments in Equity Interests

Investments in entities in which the Company can exercise significant influence, but does not own a majority equity interest or otherwise control, are accounted for under the equity method. The Company records its share of the results of these entities as “Equity in earnings of unconsolidated investees” on the Consolidated Statements of Operations. The Company monitors its investments for other-than-temporary impairment by considering factors such as current economic and market conditions and the operating performance of the entities and records reductions in carrying values when necessary. The fair value of privately held investments is

estimated using the best available information as of the valuation date, including current earnings trends, undiscounted cash flows, and other company specific information, including recent financing rounds (see Notes 5 and 7).

Noncontrolling Interests

Noncontrolling interests represents the portion of net assets in consolidated subsidiaries that are not attributable, directly or indirectly, to the Company. Beginning in the first quarter of fiscal 2013, the Company has entered into facilities with third-party investors under which the investors are determined to hold noncontrolling interests in entities fully consolidated by the Company. The net assets of the shared entities are attributed to the controlling and noncontrolling interests based on the terms of the governing contractual arrangements. The Company further determined the hypothetical liquidation at book value method (“HLBV Method”) to be the appropriate method for attributing net assets to the controlling and noncontrolling interests as this method most closely mirrors the economics of the governing contractual arrangements. Under the HLBV Method, the Company allocates recorded income (loss) to each investor based on the change, during the reporting period, of the amount of net assets each investor is entitled to under the governing contractual arrangements in a liquidation scenario.

Business Combinations

The Company records all acquired assets and liabilities, including goodwill, other intangible assets, and in-process research and development, at fair value. The initial recording of goodwill, other intangible assets, and in-process research and development requires certain estimates and assumptions concerning the determination of the fair values and useful lives. The judgments made in the context of the purchase price allocation can materially impact the Company’s future results of operations. Accordingly, for significant acquisitions, the Company obtains assistance from third-party valuation specialists. The valuations calculated from estimates are based on information available at the acquisition date (see Notes 3 and 4). The Company charges acquisition related costs that are not part of the consideration to general and administrative expense as they are incurred. These costs typically include transaction and integration costs, such as legal, accounting, and other professional fees.

The Company initially records receipts of net assets or equity interests between entities under common control at their carrying amounts in the accounts of the transferring entity. Financial statements and financial information presented for prior years are retrospectively adjusted to effect the transfer as of the first date for which the entities were under common control. If the carrying amounts of the assets and liabilities transferred differ from the historical cost of the parent of the entities under common control then amounts recognized in the Company’s financial statements reflect the transferred assets and liabilities at the historical cost of the parent of the entities under common control. Financial statements and financial information presented for prior years are also retrospectively adjusted to furnish comparative information as though the assets and liabilities had been transferred at that date.

Recently Adopted Accounting Pronouncements

In November 2016, the Financial Accounting Standards Board (“FASB”) issued an update to the standards to require companies to include amounts generally described as restricted cash and restricted cash equivalents in cash and cash equivalents when reconciling beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The new standard is effective for the Company no later than the first quarter of fiscal 2018. The Company elected early adoption of the updated accounting standard in the first quarter of fiscal 2017. The Company had restricted cash and cash equivalents held by various banks to secure its letter of credit facilities and deposits designated for the construction of various residential, commercial and power plant solar energy projects. The adoption of this accounting standard did not result in a significant impact to the Company’s consolidated financial statements and related disclosures.

In October 2016, the FASB issued an update to the standards to amend how a reporting entity considers indirect interests held by related parties under common control when evaluating whether it is the primary beneficiary of a Variable Interest Entities. The Company adopted the updated accounting standard in the first quarter of fiscal 2017. Adoption of the new accounting standard did not have a material impact to the Company’s consolidated financial statements.

In October 2016, the FASB issued an update to the standards to require entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The new guidance is effective for the Company no later than the first quarter of fiscal 2018. The Company elected early adoption of the accounting standard in the first quarter of fiscal 2017, resulting in a cumulative-effect adjustment of a \$61.0 million increase in accumulated deficit as of January 1, 2017, with corresponding adjustments to Prepaid expenses and other current assets, and Other long-term assets of \$4.9 million and \$56.1 million, respectively.

In August 2016, the FASB issued an update to the standards to clarify the classification of certain cash receipts and cash payments in the statement of cash flows, including debt prepayment or extinguishment costs, settlement of contingent consideration arising from a business combination, insurance settlement proceeds, and distributions from certain equity method investees. The new guidance is effective for the Company no later than the first quarter of fiscal 2018. The Company elected early adoption of the updated accounting standard on a retrospective basis in the first quarter of fiscal 2017. The adoption of this updated accounting standard did not result in a significant impact to the Company's consolidated financial statements.

In March 2016, the FASB issued an update to the standards to simplify certain aspects of the accounting for share-based payment transactions to employees. The new standard requires excess tax benefits and tax deficiencies to be recorded in the statements of income as a component of the provision for income taxes when stock awards vest or are settled. In addition, it eliminates the requirement to reclassify cash flows related to excess tax benefits from operating activities to financing activities on the consolidated statements of cash flows. The standard also provides an accounting policy election to account for forfeitures as they occur, allows companies to withhold more of an employee's vesting shares for tax withholding purposes without triggering liability accounting, and clarifies that all cash payments made to tax authorities on an employee's behalf for withheld shares should be presented as a financing activity on the cash flows statement. The Company adopted the new guidance in the first quarter of fiscal 2017. Upon adoption, excess tax benefits or deficiencies from share-based award activity are reflected in the consolidated statements of income as a component of the provision for income taxes, whereas they were previously recognized in equity. The Company also elected to continue to estimate expected forfeitures to determine stock-based compensation expense and to present excess tax benefits as an operating activity in the statement of cash flows retrospectively. Adoption of the new accounting standard resulted in a decrease of net cumulative-effect adjustment of \$15.7 million, primarily related to the recognition of the previously unrecognized excess tax benefits which decreased the accumulated deficit with a corresponding adjustment to long-term tax liabilities as of January 1, 2017.

In March 2016, the FASB issued an update to the standards to eliminate the retroactive adoption of the equity method of accounting if an investment qualifies for use of the equity method as a result of an increase in the level of ownership or degree of influence. The new guidance was effective for the Company for the first quarter of fiscal 2017 and required a prospective approach to adoption. The Company adopted the guidance in the first quarter of 2017, which impacted its investment in Dongfang Huansheng Photovoltaic (Jiangsu) Co., Ltd., given it qualified for equity method treatment during the quarter, for further information, see "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10. Equity Method Investments".

Recent Accounting Pronouncements Not Yet Adopted

In August 2017, the FASB issued an update to the standards which targeted improvements to accounting for hedging activities. The improvements include (i) alignment of risk management activities and financial reporting, and (ii) other simplifications in the application of hedge accounting guidance. The new guidance is effective for the Company no later than the first quarter of 2019 and requires a modified retrospective approach to adoption. Early adoption is permitted in any interim period. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In May 2017, the FASB issued an update to the standards to clarify which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The new guidance is effective for the Company no later than the first quarter of 2018. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In February 2017, the FASB issued new guidance to clarify the scope and application of the sale or transfer of nonfinancial assets to noncustomers, including partial sales and also to define what constitutes an "in

substance nonfinancial asset” which can include financial assets. The new guidance eliminates several accounting differences between transactions involving assets and transactions involving businesses. Further, the guidance aligns the accounting for derecognition of a nonfinancial asset with that of a business. The new guidance is effective for the Company no later than the first quarter of 2018. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In January 2017, the FASB issued an update to the standards to clarify the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new guidance is effective for the Company no later than the first quarter of fiscal 2018 and requires a prospective approach to adoption. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In June 2016, the FASB issued an update to the standards to amend the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. The new guidance is effective for the Company no later than the first quarter of fiscal 2020. Early adoption is permitted beginning in the first quarter of fiscal 2019. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In February 2016, the FASB issued an update to the standards to require lessees to recognize a lease liability and a right-of-use asset for all leases (lease terms of more than 12 months) at the commencement date. The new guidance is effective for the Company no later than the first quarter of fiscal 2019 and requires a modified retrospective approach to adoption. Early adoption is permitted. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In January 2016, the FASB issued an update to the standards to require equity investments to be measured at fair value with changes in the fair value recognized through net income (other than those accounted for under the equity method of accounting or those that result in consolidation of the investee). The new guidance is effective for the Company no later than the first quarter of fiscal 2018. Upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is permitted for the accounting guidance on financial liabilities under the fair value option. The Company is evaluating the potential impact of this standard on its consolidated financial statements and disclosures.

In May 2014, the FASB issued a new revenue recognition standard (“ASC 606”) based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The FASB has issued several updates to ASC 606 which (i) clarify the application of the principal versus agent guidance; (ii) clarify the guidance relating to performance obligations and licensing; (iii) clarify the assessment of the collectability criterion, presentation of sales taxes, measurement date for non-cash consideration and completed contracts at transition; and (iv) clarify narrow aspects of ASC 606 or corrects unintended application of the guidance. The new revenue recognition standard, amended by the updates, becomes effective for the Company in the first quarter of fiscal 2018 and is to be applied retrospectively using one of two prescribed methods. The Company will adopt ASC 606 on January 1, 2018 retrospectively, applying the new standard to each prior reporting period presented. The Company’s ability to adopt retrospectively is dependent upon the completion of the analysis of information necessary to restate prior period financial statements and disclosures. The Company is in the process of assessing the appropriate changes to its business processes and upgrading its systems and controls to support recognition and disclosure under ASC 606.

Based on its process of reviewing historical contracts to quantify the impact of adoption on its consolidated financial statements, of which some components are still being determined, the Company expects the adoption of ASC 606 to primarily affect its Power Plants and Commercial Segments. Sales of solar power systems that include the sale or lease of related real estate, which occur under both segments, are currently accounted for under the guidance for real estate sales (“ASC 360-20”). ASC 360-20 requires the Company to evaluate whether such arrangements have any forms of continuing involvement that may affect the revenue or profit recognition of the transactions, including arrangements with prohibited forms of continuing involvement requiring the Company to reduce the potential profit on a project sale by its maximum exposure to loss. The Company anticipates that ASC 606, which supersedes the real estate sales guidance under ASC 360-20, will result in the earlier recognition of revenue and profit. Based on the Company’s assessment and best estimates to date, as a result of

the earlier recognition of revenue and profit upon adoption of ASC 606, the Company expects a cumulative-effect adjustment, net of taxes, between \$460.0 million and \$500.0 million decrease in accumulated deficit to the January 3, 2016 accumulated deficit balance. The cumulative-effective adjustment is primarily due to the recognition of profit associated with projects sold to 8point3 Energy Partners in 2015, the majority of which had previously been deferred under ASC 360-20. Under ASC 606, the Company expects that a material amount of this deferred profit will have been recognized prior to January 1, 2018, and as a result, the Company's carrying value in the 8point3 Group will materially increase upon adoption which may require the Company to evaluate its investment in 8point3 Energy Partners for other-than-temporary impairment. The assessment with respect to the quantitative impact for fiscal 2016 and 2017 is still ongoing.

The Company believes the new standard will impact the following policies and disclosures:

- removal of the current limitation on contingent revenue will result in revenue being recognized earlier for certain projects;
- estimation of variable consideration for arrangements with contract terms, such as rights of return, liquidated damages, extended warranties, potential penalties and acceptance clauses; and
- detailed disclosures including information about the transaction price allocated to remaining performance obligations and expected timing of revenue recognition.

The Company expects that revenue recognition for its other sales arrangements, including the sales of components, sales and construction of solar systems, and operations and maintenance services, will remain materially consistent.

The Company continues to assess the potential impacts of the new standard, including the areas described above, and anticipates that this standard will have a material impact on its consolidated financial statements and disclosures, including further disaggregation of revenue. However, the Company does not know or cannot reasonably estimate quantitative information, beyond that discussed above, related to the impact of the new standard on the financial statements at this time.

Note 2. TRANSACTIONS WITH TOTAL AND TOTAL S.A.

In June 2011, Total completed a cash tender offer to acquire 60% of the Company's then outstanding shares of common stock at a price of \$23.25 per share, for a total cost of approximately \$1.4 billion. In December 2011, the Company entered into a Private Placement Agreement with Total (the "Private Placement Agreement"), under which Total purchased, and the Company issued and sold, 18.6 million shares of the Company's common stock for a purchase price of \$8.80 per share, thereby increasing Total's ownership to approximately 66% of the Company's outstanding common stock as of that date. As of December 31, 2017, through the increase of the Company's total outstanding common stock due to the exercise of warrants and issuance of restricted and performance stock units, Total's ownership of the Company's outstanding common stock has decreased to approximately 56%.

Supply Agreement

In November 2016, the Company and Total entered into a four-year, up to 200-MW supply agreement to support the solarization of Total facilities. The agreement covers the supply of 150 MW of E-Series panels with an option to purchase up to another 50 MW of P-Series panels. In March 2017, the Company received a prepayment totaling \$88.5 million. The prepayment is secured by certain of the Company's assets located in the United States and in Mexico.

The Company recognizes revenue for the solar panels consistent with its revenue recognition policy for solar power components: when persuasive evidence of an arrangement exists, delivery of the product has occurred, title and risk of loss has passed to Total, the sales price is fixed or determinable, collectability of the resulting receivable is reasonably assured, and the risks and rewards of ownership have passed. In the second quarter of fiscal 2017, the Company started to supply Total with panels under the supply agreement and as of December 31, 2017, the Company had \$12.7 million of "Customer advances, current portion" and \$68.9 million of "Customer advances, net of current portion" on its Consolidated Balance Sheets related to the aforementioned supply agreement (see Note 9).

Amended and Restated Credit Support Agreement

In June 2016, the Company and Total S.A. entered into an Amended and Restated Credit Support Agreement (the “Credit Support Agreement”), which amended and restated the Credit Support Agreement dated April 28, 2011, by and between the Company and Total S.A., as amended. Under the Credit Support Agreement, Total S.A. agreed to enter into one or more guarantee agreements (each a “Guaranty”) with banks providing letter of credit facilities to the Company. At any time until December 31, 2018, Total S.A. will, at the Company’s request, guarantee the payment to the applicable issuing bank of the Company’s obligation to reimburse a draw on a letter of credit and pay interest thereon in accordance with the letter of credit facility between such bank and the Company. Such letters of credit must be issued no later than December 31, 2018 and expire no later than March 31, 2020. Total is required to issue and enter into a Guaranty requested by the Company, subject to certain terms and conditions. In addition, Total will not be required to enter into the Guaranty if, after giving effect to the Company’s request for a Guaranty, the sum of (a) the aggregate amount available to be drawn under all guaranteed letter of credit facilities, (b) the amount of letters of credit available to be issued under any guaranteed facility, and (c) the aggregate amount of draws (including accrued but unpaid interest) on any letters of credit issued under any guaranteed facility that have not yet been reimbursed by the Company, would exceed \$500 million in the aggregate. Such maximum amounts of credit support available to the Company can be reduced upon the occurrence of specified events.

In consideration for the commitments of Total S.A. pursuant to the Credit Support Agreement, the Company is required to pay Total S.A. a guaranty fee for each letter of credit that is the subject of a Guaranty under the Credit Support Agreement and was outstanding for all or part of the preceding calendar quarter. The Credit Support Agreement will terminate following December 31, 2018, after the later of the satisfaction of all obligations thereunder and the termination or expiration of each Guaranty provided thereunder.

In addition to the Credit Support Agreement, the Company and Total S.A. entered into a letter agreement (the “Letter Agreement”) in May 2017 to facilitate the issuance by Total S.A. of one or more guaranties of the Company’s payment obligations (the “Guaranties”) of up to \$100.0 million (the “Support Amount”) under the Amended and Restated Revolving Credit Agreement with Credit Agricole Corporate and Investment Bank, as “Administrative Agent,” and the other lenders party thereto; See Note 11 for additional information on the Amended and Restated Revolving Credit Agreement with Credit Agricole. In consideration for the commitments of Total S.A. pursuant to the Letter Agreement, the Company is required to pay a guarantor commitment fee of 0.50% per annum for the unutilized Support Amount and a guaranty fee of 2.35% per annum of the Guaranty outstanding. The maturity date of the Letter Agreement is August 26, 2019.

Affiliation Agreement

The Company and Total have entered into an Affiliation Agreement that governs the relationship between Total and the Company (the “Affiliation Agreement”). Until the expiration of a standstill period specified in the Affiliation Agreement (the “Standstill Period”), and subject to certain exceptions, Total, Total S.A., any of their respective affiliates and certain other related parties (collectively, the “Total Group”) may not effect, seek, or enter into discussions with any third party regarding any transaction that would result in the Total Group beneficially owning shares of the Company in excess of certain thresholds, or request the Company or the Company’s independent directors, officers or employees, to amend or waive any of the standstill restrictions applicable to the Total Group.

The Affiliation Agreement imposes certain limitations on the Total Group’s ability to seek to effect a tender offer or merger to acquire 100% of the outstanding voting power of the Company and imposes certain limitations on the Total Group’s ability to transfer 40% or more of the outstanding shares or voting power of the Company to a single person or group that is not a direct or indirect subsidiary of Total S.A. During the Standstill Period, no member of the Total Group may, among other things, solicit proxies or become a participant in an election contest relating to the election of directors to the Company’s Board of Directors.

The Affiliation Agreement provides Total with the right to maintain its percentage ownership in connection with any new securities issued by the Company, and Total may also purchase shares on the open market or in private transactions with disinterested stockholders, subject in each case to certain restrictions.

The Affiliation Agreement also imposes certain restrictions with respect to the ability of the Company and its board of directors to take certain actions, including specifying certain actions that require approval by the directors other than the directors appointed by Total and other actions that require stockholder approval by Total.

Research & Collaboration Agreement

Total and the Company have entered into a Research & Collaboration Agreement (the “R&D Agreement”) that establishes a framework under which the parties engage in long-term research and development collaboration (“R&D Collaboration”). The R&D Collaboration encompasses a number of different projects, with a focus on advancing the Company’s technology position in the crystalline silicon domain, as well as ensuring the Company’s industrial competitiveness. The R&D Agreement enables a joint committee to identify, plan and manage the R&D Collaboration.

Upfront Warrant

In February 2012, the Company issued a warrant (the “Upfront Warrant”) to Total S.A. to purchase 9,531,677 shares of the Company’s common stock with an exercise price of \$7.8685, subject to adjustment for customary anti-dilution and other events. The Upfront Warrant, which is governed by the Private Placement Agreement and a Compensation and Funding Agreement, dated February 28, 2012, as amended, is exercisable at any time for seven years after its issuance, provided that, so long as at least \$25.0 million in aggregate of the Company’s convertible debt remains outstanding, such exercise will not cause any “person,” including Total S.A., to, directly or indirectly, including through one or more wholly-owned subsidiaries, become the “beneficial owner” (as such terms are defined in Rule 13d-3 and Rule 13d-5 under the Securities Exchange Act of 1934, as amended) (the “Exchange Act”), of more than 74.99% of the voting power of the Company’s common stock at such time, a circumstance which would trigger the repurchase or conversion of the Company’s existing convertible debt.

0.75% Debentures Due 2018

In May 2013, the Company issued \$300.0 million in principal amount of its 0.75% senior convertible debentures due 2018 (the “0.75% debentures due 2018”). \$200.0 million in aggregate principal amount of the 0.75% debentures due 2018 were acquired by Total. The 0.75% debentures due 2018 are convertible into shares of the Company’s common stock at any time based on an initial conversion price equal to \$24.95 per share, which provides Total the right to acquire up to 8,017,420 shares of the Company’s common stock. The applicable conversion rate may adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 0.75% debentures due 2018.

0.875% Debentures Due 2021

In June 2014, the Company issued \$400.0 million in principal amount of its 0.875% senior convertible debentures due 2021 (the “0.875% debentures due 2021”). An aggregate principal amount of \$250.0 million of the 0.875% debentures due 2021 were acquired by Total. The 0.875% debentures due 2021 are convertible into shares of the Company’s common stock at any time based on an initial conversion price equal to \$48.76 per share, which provides Total the right to acquire up to 5,126,775 shares of the Company’s common stock. The applicable conversion rate may adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 0.875% debentures due 2021.

4.00% Debentures Due 2023

In December 2015, the Company issued \$425.0 million in principal amount of its 4.00% senior convertible debentures due 2023 (the “4.00% debentures due 2023”). An aggregate principal amount of \$100.0 million of the 4.00% debentures due 2023 were acquired by Total. The 4.00% debentures due 2023 are convertible into shares of the Company’s common stock at any time based on an initial conversion price equal to \$30.53 per share, which provides Total the right to acquire up to 3,275,680 shares of the Company’s common stock. The applicable conversion rate may adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 4.00% debentures due 2023.

Joint Projects with Total and its Affiliates:

The Company enters into various EPC and O&M agreements relating to solar projects, including EPC and O&M services agreements relating to projects owned or partially owned by Total and its affiliates. As of December 31, 2017, the Company had \$0.2 million of “Costs and estimated earnings in excess of billings” and \$2.4 million of “Accounts receivable, net” on its Consolidated Balance Sheets related to projects in which Total and its affiliates have a direct or indirect material interest.

During the first quarter of fiscal 2017, in connection with a co-development project between the Company and Total, Total paid \$0.5 million to the Company in exchange for the Company's ownership interest in the co-development project.

During the fourth quarter of 2017, the Company sold its remaining noncontrolling interests in a co-development project entity to Total, which was accounted for as equity method investment, resulting in a gain of \$5.3 million in "Other income (expense), net" of the Consolidated Statements of Operations.

Related-Party Transactions with Total and its Affiliates:

The following related party balances and amounts are associated with transactions entered into with Total and its Affiliates:

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Accounts receivable	\$ 2,366	\$ 656
Costs and estimated earnings in excess of billings	\$ 154	\$1,956
Advances from customers - current ¹	\$12,744	\$ —
Advances from customers - non-current ¹	\$68,880	\$ —

¹ Refer to Note 9. Commitments and Contingencies - advances from customers

(In thousands)	Fiscal Year		
	2017	2016	2015
Revenue:			
EPC, O&M, and components revenue	\$42,968	\$64,719	\$56,772
Cost of revenue:			
EPC, O&M, and components cost of revenue	\$30,400	\$60,799	\$53,691
Research and development expense:			
Offsetting contributions received under the R&D Agreement	\$ (138)	\$ (557)	\$ (1,620)
Interest expense:			
Guarantee fees incurred under the Credit Support Agreement	\$ 6,325	\$ 7,130	\$11,227
Interest expense incurred on the 0.75% debentures due 2018	\$ 1,500	\$ 1,500	\$ 1,500
Interest expense incurred on the 0.875% debentures due 2021	\$ 2,188	\$ 2,188	\$ 2,188
Interest expense incurred on the 4.00% debentures due 2023	\$ 4,000	\$ 4,000	\$ 167

Note 3. BUSINESS COMBINATIONS

AUOSP

On September 29, 2016, the Company completed the acquisition of AUO SunPower Sdn. Bhd. ("AUOSP") pursuant to a Stock Purchase Agreement (the "Stock Purchase Agreement") entered into between SunPower Technology, Ltd. ("SPTL"), a wholly-owned subsidiary of the Company, and AU Optronics Singapore Pte. Ltd. ("AUO"). AUOSP was a joint venture of SPTL and AUO for the purpose of manufacturing solar cells. Prior to the acquisition, SPTL and AUO each owned 50% of the shares of AUOSP. Pursuant to the Stock Purchase Agreement, SPTL purchased all of the shares of AUOSP held by AUO for a total purchase price of \$170.1 million in cash, payable in installments as set forth in the Stock Purchase Agreement, to obtain 100% of the voting equity interest in AUOSP. As a result, AUOSP became a consolidated subsidiary of the Company and the results of operations of AUOSP have been included in the Consolidated Statement of Operations of the Company since September 29, 2016.

Simultaneously with the entry into the Stock Purchase Agreement, SunPower Systems Sarl ("SPSW") and AU Optronics Corporation ("AUO Corp"), the ultimate parent of AUO, entered into a Module Supply Agreement whereby AUO Corp agreed to purchase on commercial terms 100MW of SunPower's E-Series solar modules, with the purchase price having been prepaid in full by AUO Corp prior to the closing of the acquisition. As a result, the Company accounted for its purchase price consideration in accordance with the substance of the combined transactions, which resulted in consideration of \$91.1 million in cash to be paid

according to the following installment schedule: (i) \$30.0 million in cash paid on the closing date; (ii) \$1.1 million in cash to be paid on the second anniversary of the closing date; (iii) \$30.0 million in cash to be paid on the third anniversary of the closing date; and (iv) \$30.0 million in cash to be paid on the fourth anniversary of the closing date, as well as the 100MW of modules to be delivered during fiscal 2017 and 2018. The total purchase price consideration, including the estimated fair value of the modules and discounted to present value as of September 29, 2016, was \$130.6 million.

Prior to the acquisition date, the Company accounted for its 50% interest in AUOSP as an equity method investment (see Note 10). The Company engaged a third-party valuation expert to assist in determining the fair value of AUOSP's assets, liabilities, and equity interests, by applying the income approach and using significant inputs that market participants would consider. Those inputs, mainly Level 3 inputs under the fair value measurement standards, included management's expectations of AUOSP's future operating and financial forecasts, current and projected market pricing data of polysilicon and photovoltaic cells, and discount rates commensurate with the Company's weighted average cost of capital. The acquisition-date fair value of the previous equity interest, computed as the Company's 50% interest in the net asset value of AUOSP, as determined using the income approach and with assistance from the third-party valuation expert, was \$120.5 million and is included in the measurement of the consideration transferred. The Company recognized a loss of \$90.9 million as a result of remeasuring its prior equity interest in AUOSP held before the business combination. The loss is included in the "Other income (expense), net" section of the Consolidated Statements of Operations.

As a result of the acquisition, the Company obtained full control of a solar cell manufacturing facility, from which it expects to achieve significant synergies. Also in connection with the Stock Purchase Agreement and Module Supply Agreement, the Company, SPTL, SunPower Philippines Manufacturing Limited, a wholly owned subsidiary of the Company, and SPSW entered into an agreement (the "Settlement Agreement") with AUO, AUO Corp, and AUOSP to settle all claims, demands, damages, actions, causes of action, or suits between them, including but not limited to the arbitration before the ICC International Court of Arbitration (see Note 9).

Prior to the acquisition, AUOSP sold its solar cells to both SPSW and AUO, with the significant majority of sales to SPSW. Sales to AUO, with the exception of the Module Supply agreement discussed above, ceased in connection with the acquisition. As the sales to SPSW would be intercompany transactions upon consolidation, and the sales to AUO are not continuing business, the Company determined that the pro-forma effects to the Company's Statements of Operations of consolidating AUOSP from December 29, 2014 were not material.

Preexisting Relationships

Prior to the acquisition, the Company had several preexisting relationships with AUOSP. In connection with the original joint venture agreement, the Company and AUO had also entered into licensing and joint development, supply, and other ancillary transaction agreements. Through the Licensing and Technology Transfer Agreement, the Company and AUO licensed to AUOSP, on a non-exclusive, royalty-free basis, certain background intellectual property related to solar cell manufacturing (in the case of the Company) and manufacturing processes (in the case of AUO). Under the seven-year Supply Agreement with AUOSP, the Company was committed to purchase 80% of AUOSP's total annual output on cost-plus pricing terms, allocated on a monthly basis to the Company. The Company and AUO had the right to reallocate supplies from time to time under a written agreement. In fiscal 2010, the Company and AUOSP entered into an agreement under which the Company would resell to AUOSP, under contractually fixed terms for quantity and price, polysilicon purchased from a third-party supplier. Under the agreement, AUOSP would provide prepayments to the Company related to such polysilicon, which prepayment would then be made by the Company to the third-party supplier.

In connection with the transactions contemplated under the Stock Purchase Agreement, the Company (and certain of its affiliates), AUO (and certain of its affiliates), and AUOSP terminated certain agreements, including (a) the Joint Venture Agreement by and among SPTL, AUO, AUO Corp, and AUOSP, dated as of May 27, 2010 and as amended from time to time, (b) the Supply Agreement for solar cells by and among SPSW, AUO, and AUOSP, dated as of July 5, 2010, and (c) the License and Technology Transfer Agreement by and among SPTL, AUO, and AUOSP, dated as of July 5, 2010.

As a result of the acquisition and the settlement of the preexisting agreements, the Company recognized a net gain of \$203.3 million, which was recognized separately from the business combination and is included in the "Other income (expense), net" section of the Consolidated Statements of Operations. The gain was

comprised of three primary components: first, a \$133.0 million gain related to the elimination of a customer advance liability without return of any proceeds by the Company that was previously recognized in the Company's books associated with the prepayment by AUOSP under the polysilicon purchase contract with the Company. The fair value of this prepayment on AUOSP's opening balance sheet was determined to be zero and accordingly the offsetting balance on the Company's balance sheet was written off. Second, an \$87.2 million gain associated with the termination of the polysilicon purchase contract between AUOSP and the Company, which was calculated as the discounted value of the contractually committed quantity of polysilicon multiplied by the difference between the pre-existing contractually committed prices and market-based prices of polysilicon, plus the amount that had previously been prepaid under the contract. These amounts were partially offset by a \$16.9 million loss associated with the termination of the cell supply contract, which was calculated as the discounted value of the difference between the pre-existing contractually committed prices and market-based prices of solar cells AUOSP could sell under the supply agreement, multiplied by management's expectations of future quantities manufactured by AUOSP during the contract period.

Purchase Price Allocation

The Company accounted for this acquisition using the acquisition method. The Company allocated the purchase price to the acquired assets and liabilities based on their estimated fair values at the acquisition date as summarized in the following table.

<u>(In thousands)</u>	
Net tangible assets acquired	\$161,432
Goodwill	<u>89,600</u>
Total allocable consideration.	<u>\$251,032</u>

The fair value of the net tangible assets acquired on September 29, 2016 is presented in the following table:

<u>(In thousands)</u>	
Cash and cash equivalents	\$ 5,997
Inventories	9,072
Prepaid expenses and other current assets:	
Cell supply agreement*	16,928
Related party receivables*	22,875
Other receivables	23,956
Other prepaid expenses	2,711
Property, plant, and equipment	285,589
Other long-term assets.	<u>342</u>
Total assets acquired	\$367,470
Accounts payable.	\$ 41,186
Accrued liabilities:	
Polysilicon supply agreement*	87,198
Related party payables*	14,333
Employee compensation and employee benefits	4,017
Other accrued liabilities	760
Short-term debt	58,248
Other long-term liabilities	<u>296</u>
Total liabilities assumed	<u>\$206,038</u>
Net tangible assets acquired	<u>\$161,432</u>

* Amount eliminated upon consolidation with the Company.

Goodwill

As noted above, \$89.6 million had been allocated to goodwill within all three Segments during the year ended January 1, 2017 (see Note 4). Goodwill represents the excess of the purchase price of an acquired business over the fair value of the underlying net tangible and other intangible assets and is not deductible for tax purposes. Among the factors that contributed to a purchase price in excess of the fair value of the net tangible and other intangible assets was the acquisition of an assembled workforce, synergies in technologies, skill sets, operations, and organizational cultures. In connection with the Company's overall goodwill impairment evaluation as discussed further in Note 4, this goodwill was subsequently impaired during the year ending January 1, 2017, and no further goodwill related to the acquisition remained on the Company's Consolidated Balance Sheet as of January 1, 2017.

Note 4. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The following table presents the changes in the carrying amount of goodwill under the Company's reportable business segments:

<u>(In thousands)</u>	<u>Residential</u>	<u>Commercial</u>	<u>Power Plant</u>	<u>Total</u>
As of January 3, 2016.	\$ 32,180	\$ 10,314	\$ 15,641	\$ 58,135
Goodwill arising from business combinations.	17,771	23,316	48,513	89,600
Goodwill impairment	(49,951)	(33,260)	(64,154)	(147,365)
Adjustments to goodwill.	—	(370)	—	(370)
As of January 1, 2017 and December 31, 2017	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

Goodwill is tested for impairment at least annually, or more frequently if certain indicators are present. If goodwill is determined more likely than not to be impaired upon an initial assessment of qualitative factors, a two-step valuation and accounting process is used to test for goodwill impairment. The first step is to determine if there is an indication of impairment by comparing the estimated fair value of each reporting unit to its carrying value, including existing goodwill. Goodwill is considered impaired if the carrying value of a reporting unit exceeds the estimated fair value. Upon an indication of impairment, a second step is performed to determine the amount of the impairment by comparing the implied fair value of the reporting unit's goodwill with its carrying value.

The Company conducts its annual impairment test of goodwill as of the first day of the fourth fiscal quarter of each year, or on an interim basis if circumstances warrant. Impairment of goodwill is tested at the Company's reporting unit level. Management determined that the Residential Segment, the Commercial Segment, and the Power Plant Segment are the reporting units. In estimating the fair value of the reporting units, the Company makes estimates and judgments about its future cash flows using an income approach defined as Level 3 inputs under fair value measurement standards. The income approach, specifically a discounted cash flow analysis, included assumptions for, among others, forecasted revenue, gross margin, operating income, working capital cash flow, perpetual growth rates and long-term discount rates, all of which require significant judgment by management. The sum of the fair values of the Company's reporting units are also compared to the Company's total external market capitalization to validate the appropriateness of its assumptions and such reporting unit values are adjusted, if appropriate. These assumptions also consider the current industry environment and outlook, and the resulting impact on the Company's expectations for the performance of its business.

Due to market circumstances that occurred during the third quarter of fiscal 2016, including a decline in the Company's stock price which resulted in the market capitalization of the Company being below its book value, the Company determined that an interim goodwill impairment evaluation was necessary. Based on the interim impairment test as of October 2, 2016, the Company determined that the carrying value of all reporting units exceeded their fair value. As a result, the Company performed an evaluation of the second step of the impairment analysis for the reporting units discussed above. The Company's calculation of the implied fair value of goodwill included significant assumptions for, among others, the fair values of recognized assets and liabilities and of unrecognized intangible assets, all of which require significant judgment by management. The Company calculated that the implied fair value of goodwill for all reporting units was zero and therefore recorded a goodwill impairment loss of \$147.4 million, representing all of the goodwill associated with these reporting units.

As described in Note 3, the majority, or \$89.6 million, of the total goodwill impairment loss of \$147.4 million was attributable to goodwill recorded during the Company's third quarter of fiscal 2016 related to the acquisition of AUOSP on September 29, 2016. The goodwill associated with this acquisition, as well as the pre-existing goodwill of \$57.8 million was immediately impaired one business day later on September 30, 2016, the date of the Company's goodwill impairment test. Further, the calculation of the amount of the newly-created goodwill recorded in connection with the AUOSP acquisition was significantly impacted by the simultaneous calculation of the settlement of certain pre-existing relationships. Therefore, the Company determined that presenting the settlement of these pre-existing relationships and the aggregate goodwill impairment, including newly-created goodwill and pre-existing goodwill, under "Other income (expense), net" most accurately reflected the substance of the transaction, as the majority of the goodwill impairment loss was attributable to the acquisition of AUOSP, and such transaction was not associated with the Company's normal operations.

Other Intangible Assets

The following tables present details of the Company's acquired other intangible assets:

<u>(In thousands)</u>	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
As of December 31, 2017			
Patents and purchased technology	\$52,313	\$(26,794)	\$25,519
Project pipeline assets	9,446	(9,446)	—
Purchased in-process research and development	1,200	(1,200)	—
Other	<u>1,000</u>	<u>(1,000)</u>	<u>—</u>
	<u>\$63,959</u>	<u>\$(38,440)</u>	<u>\$25,519</u>
As of January 1, 2017			
Patents and purchased technology	\$48,640	\$(15,529)	\$33,111
Project pipeline assets	9,446	(1,804)	7,642
Purchased in-process research and development	3,700	(485)	3,215
Other	<u>1,000</u>	<u>(750)</u>	<u>250</u>
	<u>\$62,786</u>	<u>\$(18,568)</u>	<u>\$44,218</u>

Aggregate amortization expense for intangible assets totaled \$19.7 million, \$13.0 million, and \$5.1 million for fiscal 2017, 2016 and 2015, respectively. Aggregate impairment loss for intangible assets amounted to zero, \$4.7 million and zero for fiscal 2017, 2016 and 2015 respectively.

As of December 31, 2017, the estimated future amortization expense related to intangible assets with finite useful lives is as follows:

<u>(In thousands)</u>	<u>Amount</u>
Fiscal Year	
2018	10,219
2019	8,948
2020	6,317
Thereafter	<u>35</u>
	<u>\$25,519</u>

Note 5. BALANCE SHEET COMPONENTS

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Accounts receivable, net:		
Accounts receivable, gross ^{1,2,3}	\$252,840	\$242,451
Less: allowance for doubtful accounts ⁴	(35,387)	(20,380)
Less: allowance for sales returns	(1,974)	(2,433)
	<u>\$215,479</u>	<u>\$219,638</u>

- ¹ Includes short-term financing receivables associated with solar power systems leased of \$19.1 million and \$19.3 million as of December 31, 2017 and January 1, 2017, respectively (see Note 6).
- ² Includes short-term retainage of \$13.2 million and \$8.8 million as of December 31, 2017 and January 1, 2017, respectively. Retainage refers to the earned, but unbilled, portion of a construction and development project for which payment is deferred by the customer until certain contractual milestones are met.
- ³ The Company pledged accounts receivable of \$1.7 million and \$0.3 million, respectively, as of December 31, 2017 and January 1, 2017, to third-party investors as security for the Company's contractual obligations.
- ⁴ For the year ended December 31, 2017, the Company recognized an allowance for losses of \$5.8 million on the short-term financing receivables associated with solar power systems leased.

(In thousands)	Balance at Beginning of Period	Charges (Releases) to Expenses / Revenues		Balance at End of Period
			Deductions	
Allowance for doubtful accounts:				
Year ended December 31, 2017	\$ 20,380	\$ 15,609	\$(7,094)	\$ 28,895
Year ended January 1, 2017	15,505	7,319	(2,445)	20,380
Year ended January 3, 2016	18,152	1,163	(3,810)	15,505
Allowance for sales returns:				
Year ended December 31, 2017	2,433	(459)	—	1,974
Year ended January 1, 2017	1,907	526	—	2,433
Year ended January 3, 2016	1,145	762	—	1,907
Valuation allowance for deferred tax assets:				
Year ended December 31, 2017	497,236	61,610	—	558,846
Year ended January 1, 2017	268,671	228,565	—	497,236
Year ended January 3, 2016	118,748	149,923	—	268,671

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Inventories:		
Raw materials	\$ 59,288	\$136,906
Work-in-process	111,164	184,967
Finished goods	182,377	79,834
	<u>\$352,829</u>	<u>\$401,707</u>

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Prepaid expenses and other current assets:		
Deferred project costs ¹	\$ 39,770	\$ 68,338
VAT receivables, current portion	11,561	14,260
Deferred costs for solar power systems to be leased	25,076	28,705
Derivative financial instruments	2,612	4,802
Prepaid inventory	—	83,943
Other receivables	49,015	85,834
Prepaid taxes	426	5,468
Other prepaid expenses	23,433	24,260
Other current assets	551	60
	<u>\$152,444</u>	<u>\$315,670</u>

¹ As of December 31, 2017 and January 1, 2017, the Company had pledged deferred project costs of \$2.9 million, and \$2.3 million, respectively, to third-party investors as security for the Company's contractual obligations.

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Project assets - plants and land:		
Project assets — plants	\$ 90,879	\$389,103
Project assets — land	12,184	18,927
	<u>\$103,063</u>	<u>\$408,030</u>
Project assets — plants and land, current portion	\$103,063	\$374,459
Project assets — plants and land, net of current portion	\$ —	\$ 33,571

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Property, plant and equipment, net:		
Manufacturing equipment ¹	\$ 406,026	\$ 403,808
Land and buildings	197,084	130,080
Leasehold improvements	297,522	280,620
Solar power systems ²	451,875	207,277
Computer equipment	111,183	185,518
Furniture and fixtures	12,621	12,591
Construction-in-process	14,166	39,849
	<u>1,490,477</u>	<u>1,259,743</u>
Less: accumulated depreciation	<u>(342,435)</u>	<u>(232,677)</u>
	<u>\$1,148,042</u>	<u>\$1,027,066</u>

¹ The Company's mortgage loan agreement with International Finance Corporation ("IFC") was collateralized by certain manufacturing equipment with a net book value of \$14.3 million as of January 1, 2017. During the first quarter of 2017, the entire outstanding balance, and the associated interest, of the mortgage loan agreement with IFC has been repaid.

² Includes \$419.0 million and \$177.1 million of solar power systems associated with sale-leaseback transactions under the financing method as of December 31, 2017 and January 1, 2017, respectively, which are depreciated using the straight-line method to their estimated residual values over the lease terms of up to 20 years (see Note 6).

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Property, plant and equipment, net by geography ¹ :		
United States	\$ 489,167	\$ 276,053
Philippines	325,601	373,286
Malaysia	233,824	275,980
Mexico	80,560	81,419
Europe	18,767	20,154
Other	123	174
	<u>\$1,148,042</u>	<u>\$1,027,066</u>

¹ Property, plant and equipment, net by geography is based on the physical location of the assets.

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Other long-term assets:		
Equity method investments ¹	\$(15,515)	\$ (6,931)
Derivative financial instruments	—	11,429
Cost method investments	35,840	39,423
Other ²	59,821	141,598
	<u>\$ 80,146</u>	<u>\$185,519</u>

¹ Includes the carrying value of the Company's investment in the 8point3 Group, which had a negative value of \$82.8 million and \$60.6 million as of December 31, 2017 and January 1, 2017, respectively (see Note 10).

² As of December 31, 2017 and January 1, 2017, the Company had pledged deferred project costs of \$6.4 million and \$0.4 million, respectively, to third-party investors as security for the Company's contractual obligations.

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Accrued liabilities:		
Employee compensation and employee benefits	\$ 53,225	\$ 43,370
Deferred revenue	41,121	27,649
Interest payable	15,396	15,329
Short-term warranty reserves	25,222	4,894
Restructuring reserve	3,886	18,001
VAT payables	8,691	4,743
Derivative financial instruments	1,452	2,023
Inventory payable	—	83,943
Proceeds from 8point3 Energy Partners attributable to projects prior to Commercial Operation Date (“COD”)	—	3,665
Contributions from noncontrolling interests attributable to projects prior to COD	—	93,875
Taxes payable	21,352	25,602
Liability due to AU Optronics	21,389	31,714
Other	76,026	36,418
	<u>\$267,760</u>	<u>\$391,226</u>

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Other long-term liabilities:		
Deferred revenue	\$183,601	\$188,932
Long-term warranty reserves	156,082	156,315
Long-term sale-leaseback financing	479,597	204,879
Long-term residential lease financing with 8point3 Energy Partners	29,245	29,370
Unrecognized tax benefits	19,399	47,203
Long-term pension liability	4,465	3,381
Derivative financial instruments	1,174	448
Long-term liability due to AU Optronics	57,611	71,639
Other	23,472	18,865
	<u>\$954,646</u>	<u>\$721,032</u>

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Accumulated other comprehensive loss:		
Cumulative translation adjustment	\$(6,631)	\$(12,249)
Net unrealized gain (loss) on derivatives	(541)	1,203
Net gain on long-term pension liability adjustment	4,164	4,228
Deferred taxes	—	(420)
	<u>\$(3,008)</u>	<u>\$(7,238)</u>

Note 6. LEASING

Residential Lease Program

The Company offers a solar lease program, which provides U.S. residential customers with SunPower systems under 20-year lease agreements that include system maintenance and warranty coverage. Leases are classified as either operating or sales-type leases in accordance with the relevant accounting guidelines.

Operating Leases

The following table summarizes “Solar power systems leased and to be leased, net” under operating leases on the Company’s Consolidated Balance Sheets as of December 31, 2017 and January 1, 2017:

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Solar power systems leased and to be leased, net ^{1,2} :		
Solar power systems leased	\$ 808,628	\$666,700
Solar power systems to be leased	<u>26,830</u>	<u>25,367</u>
	835,458	692,067
Less: accumulated depreciation and impairment ³	<u>(407,309)</u>	<u>(70,800)</u>
	<u>\$ 428,149</u>	<u>\$621,267</u>

¹ Solar power systems leased and to be leased, net are physically located exclusively in the United States.

² As of December 31, 2017 and January 1, 2017, the Company had pledged solar assets with an aggregate book value of \$112.4 million and \$13.1 million, respectively, to third-party investors as security for the Company’s contractual obligations. The book value of pledged assets represents assets legally held by the respective flip partnerships.

³ For the year ended December 31, 2017, the Company recognized a non-cash impairment charge of \$306.1 million on solar power systems leased and to be leased.

The following table presents the Company’s minimum future rental receipts on operating leases placed in service as of December 31, 2017:

(In thousands)	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Thereafter	Total
Minimum future rentals on operating leases placed in service ¹	\$32,650	32,573	32,640	32,710	32,781	429,652	\$593,006

¹ Minimum future rentals on operating leases placed in service does not include contingent rentals that may be received from customers under agreements that include performance-based incentives nor does it include rent receivables on operating leases sold to the 8point3 Group.

Sales-Type Leases

As of December 31, 2017 and January 1, 2017, the Company’s net investment in sales-type leases presented in “Accounts receivable, net” and “Long-term financing receivables, net” on the Company’s Consolidated Balance Sheets was as follows:

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Financing receivables ¹ :		
Minimum lease payments receivable ²	\$ 690,249	\$ 560,582
Unguaranteed residual value	86,111	70,636
Unearned income	(120,416)	(104,624)
Allowance for estimated losses	<u>(297,972)</u>	<u>—</u>
Net financing receivables	<u>\$ 357,972</u>	<u>\$ 526,594</u>
Current	\$ 19,095	\$ 19,261
Long-term	\$ 338,877	\$ 507,333

¹ As of December 31, 2017 and January 1, 2017, the Company had pledged financing receivables of \$113.4 million and \$18.6 million, respectively, to third-party investors as security for the Company’s contractual obligations. The book value of pledged assets represents assets legally held by the respective flip partnerships.

² Net of allowance for doubtful accounts amounting to \$6.1 million and \$4.5 million, as of December 31, 2017 and January 1, 2017, respectively.

As of December 31, 2017, future maturities of net financing receivables for sales-type leases are as follows:

<u>(In thousands)</u>	<u>Fiscal 2018</u>	<u>Fiscal 2019</u>	<u>Fiscal 2020</u>	<u>Fiscal 2021</u>	<u>Fiscal 2022</u>	<u>Thereafter</u>	<u>Total</u>
Scheduled maturities of minimum lease payments receivable ¹	\$36,875	36,063	36,364	36,669	36,981	507,297	\$690,249

¹ Minimum future rentals on sales-type leases placed in service does not include contingent rentals that may be received from customers under agreements that include performance-based incentives.

Impairment of Residential Lease Assets

The Company evaluates its long-lived assets, including property, plant and equipment, solar power systems leased and to be leased, and other intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. The Company’s impairment evaluation of long-lived assets includes an analysis of estimated future undiscounted net cash flows expected to be generated by the assets over their remaining estimated useful lives. If the Company’s estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets over the remaining estimated useful lives, it records an impairment loss in the amount by which the carrying value of the assets exceeds the fair value. Fair value is generally measured based on either quoted market prices, if available, or discounted cash flow analysis.

Financing receivables are generated by solar power systems leased to residential customers under sales-type leases. Financing receivables represents gross minimum lease payments to be received from customers over a period commensurate with the remaining lease term and the systems estimated residual value, net of unearned income and allowance for estimated losses. The Company’s evaluation of the recoverability of these financing receivables is based on evaluation of the likelihood, based on current information and events, and whether the Company will be able to collect all amounts due according to the contractual terms of the underlying lease agreements. In accordance with this evaluation, the Company recognizes an allowance for losses on financing receivables based on its estimate of the amount equal to the probable losses net of recoveries. The combination of the leased solar power systems discussed in the preceding paragraph together with the lease financing receivables is referred to as the “residential lease portfolio.”

In conjunction with its efforts to generate more available liquid funds and simplify its balance sheets, the Company made the decision to sell its interest in the residential lease asset portfolio, which is comprised of assets under operating leases and financing receivables related to sales-type leases, and engaged an external investment banker to assist with its related marketing efforts in the fourth quarter of fiscal 2017. To date, although this transaction is in the early stages and no final decision on any particular structure has yet been reached, the Company has obtained information from prospective purchasers regarding their expression of interest in a potential transaction. As a result of these events, the Company determined it was necessary to evaluate the potential for impairment in its ability to recover the carrying amount of its residential lease portfolio. The Company first performed a recoverability test by estimating future undiscounted net cash flows expected to be generated by the assets based on its own specific alternative courses of action under consideration. The alternative courses were either to sell the Company’s interest in the residential lease portfolio or hold the assets until the end of their previously estimated useful lives. Upon consideration of the alternatives, the Company considered the probability of selling the portfolio and factored the indicative value obtained from a prospective purchaser together with the probability of retaining the portfolio and the estimated future undiscounted net cash flows expected to be generated by holding the assets until the end of their previously estimated useful lives in the recoverability test.

Based on the test performed, the Company determined that the estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets and consequently performed an impairment analysis by comparing the carrying value of the assets to their estimated fair value. In estimating the fair value of the residential lease portfolio, the Company made estimates and judgments that it believes reasonable market participants would make in determining the fair value of the residential lease portfolio based on expected future

cash flows. The impairment evaluation was based on the income approach and included assumptions for contractual lease rentals, lease expenses, residual value, forecasted default rate over the lease term and discount rates, some of which require significant judgment by management.

In accordance with such evaluation, the Company recognized a non-cash impairment charge of \$624.3 million as “Impairment of residential lease assets” on the consolidated statement of operations. Due to the fact that the residential lease portfolio assets are held in partnership flip structures with noncontrolling interests, the Company allocated the portion of the impairment charge related to such noncontrolling interests through the hypothetical liquidation at book value (“HLBV”) method. This allocation resulted in an additional net loss attributable to noncontrolling interests and redeemable controlling interests of \$150.6 million. As a result, the net impairment charges attributable to SunPower stockholders totaled \$473.7 million for the year ended December 31, 2017 and were recorded within the Residential Segment.

The impairment evaluation includes uncertainty because it requires management to make assumptions and to apply judgment to estimate future cash flows and assumptions. If actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, and if and when a divestiture transaction occurs, the details and timing of which are subject to change as the sales and marketing process continue, the Company may be exposed to additional impairment charges in the future, which could be material to the results of operations.

Sale-Leaseback Arrangements

The Company enters into sale-leaseback arrangements under which solar power systems are sold to third parties and subsequently leased back by the Company over minimum lease terms of up to 25 years. Separately, the Company enters into PPAs with end customers, who host the leased solar power systems and buy the electricity directly from the Company under PPAs with terms of up to 25 years. At the end of the lease term, the Company has the option to purchase the systems at fair value or may be required to remove the systems and return them to the third parties.

The Company has classified its sale-leaseback arrangements of solar power systems not involving integral equipment as operating leases. The deferred profit on the sale of these systems is recognized over the term of the lease. As of December 31, 2017, future minimum lease obligations associated with these systems were \$71.9 million, which will be recognized over the minimum lease terms. Future minimum payments to be received from customers under PPAs associated with the solar power systems under sale-leaseback arrangements classified as operating leases will be recognized over the lease terms of up to 20 years and are contingent upon the amounts of energy produced by the solar power systems.

The Company enters into certain sale-leaseback arrangements under which the systems subject to the sale-leaseback arrangements have been determined to be integral equipment as defined under the accounting guidance for such transactions. The Company has continuing involvement with the solar power systems throughout the lease due to purchase option rights in the arrangements. As a result of such continuing involvement, the Company accounts for each of these transactions as a financing. Under the financing method, the proceeds received from the sale of the solar power systems are recorded by the Company as financing liabilities. The financing liabilities are subsequently reduced by the Company’s payments to lease back the solar power systems, less interest expense calculated based on the Company’s incremental borrowing rate adjusted to the rate required to prevent negative amortization. The solar power systems under the sale-leaseback arrangements remain on the Company’s balance sheet and are classified within “Property, plant and equipment, net” (see Note 5). As of December 31, 2017, future minimum lease obligations for the sale-leaseback arrangements accounted for under the financing method were \$415.4 million, which will be recognized over the lease terms of up to 25 years. During fiscal 2017 and 2016, the Company had net financing proceeds of \$259.6 million, and \$94.8 million, respectively, in connection with these sale-leaseback arrangements. As of December 31, 2017 and January 1, 2017, the carrying amount of the sale-leaseback financing liabilities, presented in “Other long-term liabilities” on the Company’s Consolidated Balance Sheets, was \$479.6 million and \$204.9 million, respectively (see Note 5).

Note 7. FAIR VALUE MEASUREMENTS

Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement (observable inputs are the preferred basis of valuation):

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Measurements are inputs that are observable for assets or liabilities, either directly or indirectly, other than quoted prices included within Level 1.
- Level 3 — Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company measures certain assets and liabilities at fair value on a recurring basis. There were no transfers between fair value measurement levels during any presented period. The Company did not have any assets or liabilities measured at fair value on a recurring basis requiring Level 3 inputs as of December 31, 2017 or January 1, 2017.

The following table summarizes the Company’s assets and liabilities measured and recorded at fair value on a recurring basis as of December 31, 2017 and January 1, 2017:

<u>(In thousands)</u>	<u>December 31, 2017</u>			<u>January 1, 2017</u>		
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
Assets						
Restricted cash and cash equivalents ¹ :						
Money market funds	\$ —	\$—	\$ —	\$ 3,002	\$3,002	\$ —
Prepaid expenses and other current assets:						
Derivative financial instruments (Note 12)	2,579	—	2,579	4,802	—	4,802
Other long-term assets:						
Derivative financial instruments (Note 12)	—	—	—	11,429	—	11,429
Total assets.	<u>\$2,579</u>	<u>\$—</u>	<u>\$2,579</u>	<u>\$19,233</u>	<u>\$3,002</u>	<u>\$16,231</u>
Liabilities						
Accrued liabilities:						
Derivative financial instruments (Note 12)	\$1,452	\$—	\$1,452	\$ 2,023	\$ —	\$ 2,023
Other long-term liabilities:						
Derivative financial instruments (Note 12)	1,174	—	1,174	448	—	448
Total liabilities.	<u>\$2,626</u>	<u>\$—</u>	<u>\$2,626</u>	<u>\$ 2,471</u>	<u>\$ —</u>	<u>\$ 2,471</u>

¹ The Company’s restricted cash and cash equivalents consist of money market fund instruments and commercial paper that are classified as available-for-sale and are highly liquid investments with original maturities of 90 days or less. The Company’s money market fund instruments are categorized within Level 1 of the fair value hierarchy because they are valued using quoted market prices for identical instruments in active markets.

Other financial instruments, including the Company’s accounts receivable, accounts payable and accrued liabilities, are carried at cost, which generally approximates fair value due to the short-term nature of these instruments.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company measures certain investments and non-financial assets (including property, plant and equipment, and other intangible assets) at fair value on a non-recurring basis in periods after initial measurement in circumstances when the fair value of such asset is impaired below its recorded cost. Information regarding the Company’s goodwill and intangible asset balances are disclosed in Note 4. As of January 1, 2017, the Company’s Fab 2 manufacturing facility was measured at fair value, determined using a combination of the cost and market approaches in conjunction with a third-party appraiser. While certain inputs used when applying the market

approach, such as market prices of assets with comparable features, were observable, the application of the cost approach required the Company to develop certain of its own assumptions, such as the remaining useful life of the facility. Thus, although a combination of Level 2 and Level 3 inputs were utilized to determine the estimated fair value, the Fab 2 manufacturing facility was classified as a Level 3 fair value measurement based on the lowest level of significant inputs. As of December 31, 2017, there were no such items recorded at fair value, with the exception of residential lease assets. For more information, see “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6—Leasing.”

Held-to-Maturity Debt Securities

The Company’s debt securities, classified as held-to-maturity, are Philippine government bonds that the Company maintains as collateral for business transactions within the Philippines. These bonds have various maturity dates and are classified as “Restricted long-term marketable securities” on the Company’s Consolidated Balance Sheets. As of December 31, 2017 and January 1, 2017 these bonds had a carrying value of \$6.2 million and \$5.0 million, respectively. The Company records such held-to-maturity investments at amortized cost based on its ability and intent to hold the securities until maturity. The Company monitors for changes in circumstances and events that would affect its ability and intent to hold such securities until the recorded amortized costs are recovered. No other-than-temporary impairment loss was incurred during any presented period. The held-to-maturity debt securities were categorized in Level 2 of the fair value hierarchy.

Equity and Cost Method Investments

The Company holds equity investments in non-consolidated entities that are accounted for under both the equity and cost method. The Company monitors these investments, which are included in “Other long-term assets” in its Consolidated Balance Sheets, for impairment and records reductions in the carrying values when necessary. Circumstances that indicate an other-than-temporary decline include Level 2 and Level 3 measurements such as the valuation ascribed to the issuing company in subsequent financing rounds, decreases in quoted market prices, and declines in the results of operations of the issuer.

As of December 31, 2017 and January 1, 2017, the Company had \$(15.5) million and \$(6.9) million, respectively, in investments accounted for under the equity method (see Note 10). As of December 31, 2017 and January 1, 2017, the Company had \$35.8 million and \$39.4 million respectively, in investments accounted for under the cost method.

Note 8. RESTRUCTURING

December 2016 Restructuring Plan

On December 2, 2016, the Company adopted a restructuring plan to reduce costs and focus on improving cash flow. As part of the plan, the Board of Directors approved the closure of the Company’s Philippine-based Fab 2 manufacturing facility. In connection with the plan, which is expected to be completed by the first half of fiscal 2018, the Company expects approximately 2,500 employees to be affected, primarily in the Philippines. The Company expects to incur restructuring charges in connection with the plan totaling approximately \$225 million to \$250 million, consisting primarily of asset impairments, severance benefits, lease and related termination costs, and other associated costs. The Company expects approximately 30% of such total restructuring charges to be cash. The actual timing and costs of the plan may differ from the Company’s current expectations and estimates.

August 2016 Restructuring Plan

On August 9, 2016, the Company adopted a restructuring plan in response to expected near-term challenges primarily relating to the Company’s Power Plant Segment. In connection with the realignment, which is expected to be completed by the end of the first quarter of 2018, the Company expects approximately 1,200 employees to be affected, primarily in the Philippines. The Company expects to incur restructuring charges totaling approximately \$35 million to \$45 million, consisting primarily of severance benefits, asset impairments, lease and related termination costs, and other associated costs. The Company expects more than 50% of total charges to be cash. The actual timing and costs of the plan may differ from the Company’s current expectations and estimates due to a number of factors, including uncertainties related to required consultations with employee representatives as well as other local labor law requirements and mandatory processes in the relevant jurisdictions.

Legacy Restructuring Plans

During prior fiscal years, the Company implemented approved restructuring plans, related to all segments, to align with changes in the global solar market, which included the consolidation of the Company's Philippine manufacturing operations, as well as actions to accelerate operating cost reduction and improve overall operating efficiency. These restructuring activities were substantially complete as of December 31, 2017, and the remaining costs to be incurred are not expected to be material.

The following table summarizes the restructuring charges recognized in the Company's Consolidated Statements of Operations:

(In thousands)	Fiscal Year			Cumulative To Date
	2017	2016	2015	
December 2016 Plan:				
Non-cash impairment charges	\$ 147	\$148,791	\$ —	\$148,938
Severance and benefits	5,643	15,901	—	21,544
Lease and related termination costs	707	—	—	707
Other costs ¹	13,824	7,819	—	21,643
	<u>\$20,321</u>	<u>\$172,511</u>	<u>\$ —</u>	<u>\$192,832</u>
August 2016 Plan:				
Non-cash impairment charges	\$ —	\$ 17,926	\$ —	\$ 17,926
Severance and benefits	(242)	15,591	—	15,349
Lease and related termination costs	2	557	—	559
Other costs ¹	989	\$ 364	\$ —	1,353
	<u>\$ 749</u>	<u>\$ 34,438</u>	<u>\$ —</u>	<u>\$ 35,187</u>
Legacy Restructuring Plans:				
Non-cash impairment charges	\$ —	\$ —	\$ 5	\$ 61,320
Severance and benefits	14	350	2,710	61,963
Lease and related termination costs	—	(171)	1,210	6,813
Other costs ¹	(39)	62	2,466	13,560
	<u>(25)</u>	<u>241</u>	<u>6,391</u>	<u>143,656</u>
Total restructuring charges	<u>\$21,045</u>	<u>\$207,190</u>	<u>\$6,391</u>	<u>\$371,675</u>

¹ Other costs primarily represent associated legal and advisory services, and costs of relocating employees.

The following table summarizes the restructuring reserve activity during the fiscal year ended December 31, 2017:

(In thousands)	Fiscal Year			
	2016	Charges (Benefits)	Payments	2017
December 2016 Plan:				
Non-cash impairment charges (benefits)	\$ —	\$ 147	\$ —	\$ —
Severance and benefits	8,111	5,643	(11,892)	1,862
Lease and related termination costs	—	707	(707)	—
Other costs ¹	5,932	13,824	(19,702)	54
	<u>\$14,043</u>	<u>\$20,321</u>	<u>\$(32,301)</u>	<u>\$1,916</u>
August 2016 Plan:				
Severance and benefits	3,448	(242)	(1,471)	1,735
Lease and related termination costs	—	2	(2)	—
Other costs ¹	86	989	(1,036)	39
	<u>\$ 3,534</u>	<u>\$ 749</u>	<u>\$ (2,509)</u>	<u>1,774</u>
Legacy Restructuring Plans:				
Severance and benefits	\$ 299	\$ 14	\$ (116)	\$ 197
Lease and related termination costs	52	—	(52)	—
Other costs ¹	73	(39)	(35)	(1)
	<u>424</u>	<u>(25)</u>	<u>(203)</u>	<u>196</u>
Total restructuring liability	<u>\$18,001</u>	<u>\$21,045</u>	<u>\$(35,013)</u>	<u>\$3,886</u>

¹ Other costs primarily represent associated legal and advisory services, and costs of relocating employees.

Note 9. COMMITMENTS AND CONTINGENCIES

Facility and Equipment Lease Commitments

The Company leases certain facilities under non-cancellable operating leases from unaffiliated third parties. As of December 31, 2017, future minimum lease payments for facilities under operating leases were \$43.3 million, to be paid over the remaining contractual terms of up to 9 years. The Company also leases certain buildings, machinery and equipment under non-cancellable capital leases. As of December 31, 2017, future minimum lease payments for assets under capital leases were \$4.0 million, to be paid over the remaining contractual terms of up to 7 years.

Purchase Commitments

The Company purchases raw materials for inventory and manufacturing equipment from a variety of vendors. During the normal course of business, in order to manage manufacturing lead times and help assure adequate supply, the Company enters into agreements with contract manufacturers and suppliers that either allow them to procure goods and services based on specifications defined by the Company, or that establish parameters defining the Company's requirements. In certain instances, these agreements allow the Company the option to cancel, reschedule or adjust the Company's requirements based on its business needs before firm orders are placed. Consequently, purchase commitments arising from these agreements are excluded from the Company's disclosed future obligations under non-cancellable and unconditional commitments.

The Company also has agreements with several suppliers, including some of its non-consolidated investees, for the procurement of polysilicon, ingots, wafers, among others, which specify future quantities and pricing of products to be supplied by the vendors for periods of up to 3 years and provide for certain consequences, such as forfeiture of advanced deposits and liquidated damages relating to previous purchases, in the event that the Company terminates the arrangements.

Future purchase obligations under non-cancellable purchase orders and long-term supply agreements as of December 31, 2017 are as follows:

<u>(In thousands)</u>	<u>Fiscal 2018</u>	<u>Fiscal 2019</u>	<u>Fiscal 2020</u>	<u>Fiscal 2021</u>	<u>Fiscal 2022</u>	<u>Thereafter</u>	<u>Total¹</u>
Future purchase obligations	\$342,667	224,612	336,490	1,000	1,000	1,000	\$906,769

¹ Total future purchase obligations were composed of \$169.2 million related to non-cancellable purchase orders and \$737.5 million related to long-term supply agreement. Subsequent to fiscal 2017, the Company entered into a long-term supply agreement totaling \$55.6 million with its supplier.

The Company expects that all obligations related to non-cancellable purchase orders for manufacturing equipment will be recovered through future cash flows of the solar cell manufacturing lines and solar panel assembly lines when such long-lived assets are placed in service. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. Obligations related to non-cancellable purchase orders for inventories match current and forecasted sales orders that will consume these ordered materials and actual consumption of these ordered materials are compared to expected demand regularly. The Company anticipates total obligations related to long-term supply agreements for inventories, some of which (in the case of polysilicon) are at purchase prices significantly above current market prices for similar materials, will be recovered because the quantities required to be purchased are expected to be utilized in the manufacture and profitable sale of solar power products in the future based on the Company's long-term operating plans. Additionally, in order to reduce inventory and improve working capital, the Company has periodically elected to sell polysilicon inventory in the marketplace at prices below the Company's purchase price, thereby incurring a loss. The terms of the long-term supply agreements are reviewed by management and the Company assesses the need for any accruals for estimated losses on adverse purchase commitments, such as lower of cost or net realizable value adjustments that will not be recovered by future sales prices, forfeiture of advanced deposits and liquidated damages, as necessary.

Advances to Suppliers

As noted above, the Company has entered into agreements with various vendors, some of which are structured as "take or pay" contracts, that specify future quantities and pricing of products to be supplied. Certain agreements also provide for penalties or forfeiture of advanced deposits in the event the Company

terminates the arrangements. Under certain agreements, the Company was required to make prepayments to the vendors over the terms of the arrangements. As of December 31, 2017 and January 1, 2017, advances to suppliers totaled \$216.0 million and \$284.8 million, respectively, of which \$30.7 million and \$111.5 million, respectively, is classified as short-term in the Company's Consolidated Balance Sheets. Two suppliers accounted for 99% and 1% of total advances to suppliers, respectively, as of December 31, 2017, and 90% and 10%, respectively, as of January 1, 2017.

Advances from Customers

The estimated utilization of advances from customers as of December 31, 2017 is as follows:

<u>(In thousands)</u>	<u>Fiscal 2018</u>	<u>Fiscal 2019</u>	<u>Fiscal 2020</u>	<u>Fiscal 2021</u>	<u>Fiscal 2022</u>	<u>Thereafter</u>	<u>Total</u>
Estimated utilization of advances from customers	\$54,999	37,470	31,592	—	—	—	\$124,061

The Company has entered into other agreements with customers who have made advance payments for solar power products and systems. These advances will be applied as shipments of product occur or upon completion of certain project milestones. In November 2016, the Company and Total entered into a four-year, up to 200-MW supply agreement to support the solarization of Total facilities (see Note 2); in March 2017, the Company received a prepayment totaling \$88.5 million. As of December 31, 2017, the Company had received \$81.6 million in advance payments from Total, of which \$12.7 million was classified as short-term in the Company's Consolidated Balance Sheets, based on projected shipment dates.

Product Warranties

The following table summarizes accrued warranty activity for fiscal 2017, 2016 and 2015, respectively:

<u>(In thousands)</u>	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Balance at the beginning of the period	\$161,209	\$164,127	\$154,648
Accruals for warranties issued during the period	29,689	14,575	25,561
Settlements and adjustments during the period	<u>(9,595)</u>	<u>(17,493)</u>	<u>(16,082)</u>
Balance at the end of the period	<u>\$181,303</u>	<u>\$161,209</u>	<u>\$164,127</u>

Contingent Obligations

Project agreements entered into with the Company's Commercial and Power Plant customers often require the Company to undertake obligations including: (i) system output performance warranties; (ii) system maintenance; (iii) penalty payments or customer termination rights if the system the Company is constructing is not commissioned within specified timeframes or other milestones are not achieved; and (iv) system put-rights whereby the Company could be required to buy back a customer's system at fair value on specified future dates if certain minimum performance thresholds are not met for specified periods. Historically, the Company's systems have performed significantly above the performance warranty thresholds, and there have been no cases in which the Company has had to buy back a system.

Future Financing Commitments

The Company is required to provide certain funding under agreements with unconsolidated investees, subject to certain conditions (see Note 10). As of December 31, 2017, the Company has future financing obligations related to these agreements through fiscal 2018 totaling \$25.0 million.

Liabilities Associated with Uncertain Tax Positions

Total liabilities associated with uncertain tax positions were \$19.4 million and \$47.2 million as of December 31, 2017 and January 1, 2017, respectively. These amounts are included in "Other long-term liabilities" in the Company's Consolidated Balance Sheets in their respective periods as they are not expected to

be paid within the next 12 months. Due to the complexity and uncertainty associated with its tax positions, the Company cannot make a reasonably reliable estimate of the period in which cash settlement, if any, would be made for its liabilities associated with uncertain tax positions in Other long-term liabilities.

Indemnifications

The Company is a party to a variety of agreements under which it may be obligated to indemnify the counterparty with respect to certain matters. Typically, these obligations arise in connection with contracts and license agreements or the sale of assets, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of warranties, representations and covenants related to such matters as title to assets sold, negligent acts, damage to property, validity of certain intellectual property rights, non-infringement of third-party rights, and certain tax related matters including indemnification to customers under Section 48(c) of the Internal Revenue Code of 1986, as amended, regarding solar commercial investment tax credits (“ITCs”) and U.S. Treasury Department (“Treasury”) grant payments under Section 1603 of the American Recovery and Reinvestment Act (each a “Cash Grant”). In each of these circumstances, payment by the Company is typically subject to the other party making a claim to the Company that is contemplated by and valid under the indemnification provisions of the particular contract, which provisions are typically contract-specific, as well as bringing the claim under the procedures specified in the particular contract. These procedures usually allow the Company to challenge the other party’s claims or, in case of breach of intellectual property representations or covenants, to control the defense or settlement of any third-party claims brought against the other party. Further, the Company’s obligations under these agreements may be limited in terms of activity (typically to replace or correct the products or terminate the agreement with a refund to the other party), duration and/or amounts. In some instances, the Company may have recourse against third parties and/or insurance covering certain payments made by the Company.

In certain circumstances, the Company has provided indemnification to customers and investors under which the Company is contractually obligated to compensate these parties for losses they may suffer as a result of reductions in benefits received under ITCs and Treasury Cash Grant programs. The Company applies for ITCs and Cash Grant incentives based on guidance provided by the Internal Revenue Service (“IRS”) and the Treasury, which include assumptions regarding the fair value of the qualified solar power systems, among others. Certain of the Company’s development agreements, sale-leaseback arrangements, and financing arrangements with tax equity investors, incorporate assumptions regarding the future level of incentives to be received, which in some instances may be claimed directly by the Company’s customers and investors. Generally, such obligations would arise as a result of reductions to the value of the underlying solar power systems as assessed by the IRS. At each balance sheet date, the Company assesses and recognizes, when applicable, the potential exposure from these obligations based on all the information available at that time, including any audits undertaken by the IRS. The maximum potential future payments that the Company could have to make under this obligation would depend on the difference between the eligible basis claimed on the tax filing for the solar energy systems sold or transferred to indemnified parties and the values that the IRS may redetermine as the eligible basis for the systems for purposes of claiming ITCs or Cash Grants. The Company uses the eligible basis for tax filing purposes determined with the assistance of independent third-party appraisals to determine the ITCs that are passed-through to and claimed by the indemnified parties. Since the Company cannot determine future revisions to Treasury guidelines governing system values, how the IRS will evaluate system values used in claiming ITCs, or Cash Grants, or how its customers and investors have utilized or will utilize these benefits in their own filings, the Company is unable to reliably estimate the maximum potential future payments that it could have to make under the Company’s contractual investor obligation as of each reporting date.

Defined Benefit Pension Plans

The Company maintains defined benefit pension plans for the majority of its non-U.S. employees. Benefits under these plans are generally based on an employee’s years of service and compensation. Funding requirements are determined on an individual country and plan basis and are subject to local country practices and market circumstances. The funded status of the pension plans, which represents the difference between the benefit obligation and fair value of plan assets, is calculated on a plan-by-plan basis. The benefit obligation and related funded status are determined using assumptions as of the end of each fiscal year. The Company recognizes the overfunded or underfunded status of its pension plans as an asset or liability on its Consolidated Balance Sheets. As of December 31, 2017 and January 1, 2017, the underfunded status of the Company’s pension plans,

presented in “Other long-term liabilities” on the Company’s Consolidated Balance Sheets, was \$4.5 million and \$3.4 million, respectively. The impact of transition assets and obligations and actuarial gains and losses are recorded in “Accumulated other comprehensive loss” and are generally amortized as a component of net periodic cost over the average remaining service period of participating employees. Total other comprehensive loss related to the Company’s benefit plans was \$0.1 million for the year ended December 31, 2017.

Legal Matters

Tax Benefit Indemnification Litigation

On March 19, 2014, a lawsuit was filed by NRG Solar LLC, now known as NRG Renew LLC (“NRG”), against SunPower Corporation, Systems, a wholly-owned subsidiary of the Company (“SunPower Systems”), in the Superior Court of Contra Costa County, California. The complaint asserts that, according to the indemnification provisions in the contract pertaining to SunPower Systems’ sale of a large California solar project to NRG, SunPower Systems owes NRG \$75.0 million in connection with certain benefits associated with the project that were approved by the Treasury Department for an amount that was less than expected. Additionally, SunPower Systems filed a cross-complaint against NRG seeking damages in excess of \$7.5 million for breach of contract and related claims arising from NRG’s failure to fulfill its obligations under the contract, including its obligation to take “reasonable, available steps” to engage the Treasury Department. In April 2017, SunPower Systems and NRG entered into a binding term sheet to resolve the matter by settlement and the Company consequently recorded a litigation accrual of \$43.9 million in its April 2, 2017 financial statements related to this matter.

On June 27, 2017 (the “Effective Date”), SunPower Systems entered into a final settlement agreement (the “Settlement Agreement”) with NRG to settle all claims, counterclaims, disputes and damages that have been asserted in connection with the events underlying the California litigation. Pursuant to the terms of the Settlement Agreement, SunPower Systems was required to pay NRG \$10.0 million in cash (the “Initial Payment”) within ten days of the Effective Date and will be required to pay \$15.0 million in cash on or before December 15, 2018. In addition, NRG is entitled to receive, at NRG’s direction and at no cost to NRG, modules over the period between the Effective Date and December 31, 2019. On June 29, 2017, the Company made the Initial Payment. On July 6, 2017, the court dismissed the case with prejudice.

Class Action and Derivative Suits

On August 16, 2016 and August 26, 2016, two securities class action lawsuits were filed against the Company and certain of its officers and directors (the “Defendants”) in the United States District Court for the Northern District of California on behalf of a class consisting of those who acquired the Company’s securities from February 17, 2016 through August 9, 2016 (the “Class Period”). The substantially identical complaints allege violations of Sections 10(b) and 20(a) of the Exchange Act, and Securities and Exchange Commission (“SEC”) Rule 10b-5. The complaints were filed following the issuance of the Company’s August 9, 2016 earnings release and revised guidance and generally allege that throughout the Class Period, the Defendants made materially false and/or misleading statements and failed to disclose material adverse facts about the Company’s business, operations, and prospects. On December 9, 2016, the court consolidated the cases and appointed a lead plaintiff. Following the withdrawal of the original lead plaintiff, on August 21, 2017, the court appointed an investor group as lead plaintiff. An amended complaint was filed on October 17, 2017, and the Company filed a motion to dismiss the amended complaint on December 18, 2017. Plaintiffs’ opposition was filed on January 26, 2018, the defendants’ reply is due February 27, 2018, and the hearing on the motion is set for April 12, 2018.

Four shareholder derivative actions have been filed in federal court, purporting to be brought on the Company’s behalf against certain of the Company’s current and former officers and directors based on the same events alleged in the securities class action lawsuits described above. The Company is named as a nominal defendant. The plaintiffs assert claims for alleged breaches of fiduciary duties, unjust enrichment, and waste of corporate assets for the period from February 2016 through the present and generally allege that the defendants made or caused the Company to make materially false and/or misleading statements and failed to disclose material adverse facts about the Company’s business, operations, and prospects. The plaintiffs also claim that the alleged conduct is a breach of the Company’s Code of Business Conduct and Ethics, and that the defendants, including members of the Company’s Audit Committee, breached their fiduciary duties by failing to ensure the adequacy of the Company’s internal controls, and by causing or allowing the Company to disseminate false and

misleading statements in the Company's SEC filings and other disclosures. The securities class action lawsuits and the federal derivative actions have all been related by the court and assigned to one judge. The derivative cases are stayed pending the outcome of an anticipated motion to dismiss the class action complaint.

Shareholder derivative actions purporting to be brought on the Company's behalf were brought in the Superior Court of California for the County of Santa Clara against certain of the Company's current and former officers and directors based on the same events alleged in the securities class action and federal derivative lawsuits described above, and alleging breaches of fiduciary duties. The state court cases are stayed pending the outcome of an anticipated motion to dismiss the class action complaint.

The Company is currently unable to determine if the resolution of these matters will have a material adverse effect on the Company's financial position, liquidity, or results of operations.

Other Litigation

The Company is also a party to various other litigation matters and claims that arise from time to time in the ordinary course of its business. While the Company believes that the ultimate outcome of such matters will not have a material adverse effect on the Company, their outcomes are not determinable and negative outcomes may adversely affect the Company's financial position, liquidity, or results of operations.

Note 10. EQUITY METHOD INVESTMENTS

As of December 31, 2017 and January 1, 2017, the carrying value of the Company's equity method investments totaled \$(15.5) million and \$(6.9) million, respectively, and is classified as "Other long-term assets" in its Consolidated Balance Sheets. These balances include the carrying value of the Company's investment in the 8point3 Group, which had a negative value of \$82.8 million and \$60.6 million as of December 31, 2017 and January 1, 2017, respectively (see below). The Company's share of its earnings (loss) from equity method investments is reflected as "Equity in earnings of unconsolidated investees" in its Consolidated Statements of Operations.

Equity Investment and Joint Venture with AUOSP

In fiscal 2010, the Company and AU Optronics Singapore Pte. Ltd. ("AUO") formed a joint venture, AUOSP (formerly known as AUO SunPower Sdn. Bhd.). On September 29, 2016, the Company completed its acquisition of AUOSP pursuant to a stock purchase agreement, under which the Company acquired 100% of the voting equity interest in AUOSP (see Note 3). Prior to the acquisition, the Company and AUO each owned 50% of the equity in the former AUOSP, which is now a wholly-owned subsidiary of the Company. AUOSP owns a solar cell manufacturing facility in Malaysia and manufactures solar cells and, prior to the acquisition, sold them on a "cost-plus" basis to the Company and AUO. Prior to the acquisition, the Company accounted for its investment in AUOSP using the equity method as a result of the shared power arrangement. As a result of the acquisition, AUOSP became a consolidated subsidiary of the Company and the results of operations of AUOSP have been included in the Consolidated Statement of Operations of the Company since September 29, 2016.

Equity Investment in Huaxia CPV (Inner Mongolia) Power Co., Ltd. ("CCPV")

In December 2012, the Company entered into an agreement with Tianjin Zhonghuan Semiconductor Co. Ltd., Inner Mongolia Power Group Co. Ltd. and Hohhot Jinqiao City Development Company Co., Ltd. to form CCPV, a jointly owned entity to manufacture and deploy the Company's low-concentration PV (LCPV) concentrator technology in Inner Mongolia and other regions in China. CCPV is based in Hohhot, Inner Mongolia. The establishment of the entity was subject to approval of the Chinese government, which was received in the fourth quarter of fiscal 2013. In December 2013, the Company made a \$16.4 million equity investment in CCPV, for a 25% equity ownership.

The Company has concluded that it is not the primary beneficiary of CCPV because, although the Company is obligated to absorb losses and has the right to receive benefits, the Company alone does not have the power to direct the activities of CCPV that most significantly impact its economic performance. The Company accounts for its investment in CCPV using the equity method because the Company is able to exercise significant influence over CCPV due to its board position.

Equity Investment in Diamond Energy Pty Ltd. (“Diamond Energy”)

In October 2012, the Company made a \$3.0 million equity investment in Diamond Energy, an alternative energy project developer and clean electricity retailer headquartered in Melbourne, Australia, in exchange for a 25% equity ownership.

The Company has concluded that it is not the primary beneficiary of Diamond Energy because, although the Company is obligated to absorb losses and has the right to receive benefits, the Company alone does not have the power to direct the activities of Diamond that most significantly impact its economic performance. The Company accounts for its investment in Diamond using the equity method because the Company is able to exercise significant influence over Diamond due to its board position.

Equity Investment in 8point3 Energy Partners

In June 2015, 8point3 Energy Partners, a joint YieldCo vehicle formed by the Company and First Solar, (together with the Company, the “Sponsors”) to own, operate and acquire solar energy generation assets, consummated its initial public offering (“IPO”). 8point3 Energy Partners’ Class A shares are now listed on the NASDAQ Global Select Market under the trading symbol “CAFD”.

Immediately after the IPO, the Company contributed a portfolio of solar generation assets (the “SPWR Projects”) to OpCo, 8point3 Energy Partner’s primary operating subsidiary. In exchange for the SPWR Projects, the Company received cash proceeds of \$371 million as well as equity interests in several 8point3 affiliated entities: primarily common and subordinated units representing a 40.7% stake in OpCo (since reduced to 36.5% via a secondary issuance of shares in fiscal 2016) and a 50.0% economic and management stake in Holdings, the parent company of the general partner of 8point3 Energy Partners and the owner of incentive distribution rights (“IDRs”) in OpCo. Additionally, pursuant to a Right of First Offer Agreement between the Company and OpCo, the 8point3 Group has rights of first offer on interests in an additional portfolio of the Company’s solar energy projects that are currently contracted or are expected to be contracted before being sold by the Company to other parties (the “ROFO Projects”); however, 8point3 Group’s rights in the ROFO Projects have been waived while the Divestiture Transaction is pending. In connection with the IPO, the Company also entered into O&M, asset management and management services agreements with the 8point3 Group. The services the Company provides under these agreements are priced consistently with market rates for such services and the agreements are terminable by the 8point3 Group for convenience.

The Company has concluded that it is not the primary beneficiary of the 8point3 Group or any of its individual subsidiaries because, although the Sponsors are both obligated to absorb losses or have the right to receive benefits, the Company alone does not have the power to direct the activities of the 8point3 Group that most significantly impact its economic performance. In making this determination, the Company considered, among other factors, the equal division between the Sponsors of management rights in the 8point3 Group and the corresponding equal influence over its significant decisions, the role and influence of the independent directors on the board of directors of the general partner of 8point3 Energy Partners, and how both Sponsors contribute to the activities that most significantly impact the 8point3 Group’s economic performance. The Company accounts for its investment in the 8point3 Group using the equity method because the Company determined that, notwithstanding the division of management and ownership interests between the Sponsors, the Company exercises significant influence over the operations of the 8point3 Group.

Future quarterly distributions from OpCo are subject to certain forbearance and subordination periods. During the forbearance period, the Sponsors agreed to forego any distributions declared on their common and subordinated units. The forbearance period ended during fiscal 2016 and the OpCo units held by the Company were entitled to distributions beginning in the fourth fiscal quarter of 2016. During the fiscal year ended December 31, 2017, the Company received \$30.1 million in dividend distributions from the 8point3 Group.

During the subordination period, holders of the subordinated units are not entitled to receive any distributions until the common units have received their minimum quarterly distribution plus any arrearages in the payment of minimum distributions from prior quarters. Approximately 70% of the Company’s OpCo units are subject to subordination. The subordination period will end after OpCo has earned and paid minimum quarterly distributions for three years ending on or after August 31, 2018 and there are no outstanding arrearages on common units. Notwithstanding the foregoing, the subordination period could end after OpCo has earned and paid 150% of minimum quarterly distributions, plus the related distribution on the incentive distribution rights (“IDRs”), for one year ending on or after August 31, 2016 and there are no outstanding arrearages on common

units. At the end of the subordination period, all subordinated units will convert to common units on a one-for-one basis. The Company also, through its interests in Holdings, holds IDRs in OpCo, which represent rights to incremental distributions after certain distribution thresholds are met.

In June 2015, OpCo entered into a \$525.0 million senior secured credit facility, consisting of a \$300.0 million term loan facility, a \$25.0 million delayed draw term loan facility, and a \$200.0 million revolving credit facility (the “8point3 Credit Facility”). Proceeds from the term loan were used to make initial distributions to the Sponsors. The 8point3 Credit Facility is secured by a pledge of the Sponsors’ equity interests in OpCo. On September 30, 2016, OpCo entered into an amendment and joinder agreement under the 8point3 Credit Facility, pursuant to which OpCo obtained a new \$250.0 million incremental term loan facility, increasing the maximum borrowing capacity under the 8point3 Credit Facility to \$775.0 million.

Under relevant guidance for leasing transactions, the Company treated the portion of the sale of the residential lease portfolio originally sold to the 8point3 Group in connection with the IPO transaction, composed of operating leases and unguaranteed sales-type lease residual values, as a borrowing and reflected the cash proceeds attributable to this portion of the residential lease portfolio as liabilities recorded within “Accrued liabilities” and “Other long-term liabilities” in the Consolidated Balance Sheets (see Note 5). As of December 31, 2017 and January 1, 2017, the operating leases and the unguaranteed sales-type lease residual values that were sold to the 8point3 Group had an aggregate carrying value of \$71.3 million and \$74 million, respectively, on the Company’s Consolidated Balance Sheets.

During fiscal 2016 and fiscal 2017, the Company sold several ROFO Projects to 8point3 Energy Partners, including a noncontrolling interest in the 128 MW Henrietta utility-scale power plant in California (the “Henrietta Project”) and controlling interests in the 60 MW Hooper utility-scale power plant in Colorado and two commercial projects comprised of multiple sites each. The Company accounted for these sales as partial sales of real estate and recognized revenue equal to total project costs when such projects reached their commercial operation date. No profit on these sales was recognized, as unconditional cash proceeds did not exceed total project costs, and such derecognition resulted in a net \$50.8 million reduction in the carrying value of the Company’s investments in the 8point3 Group as of December 31, 2017. The net cash proceeds from the sales of these projects to the 8point3 Group as well as related proceeds from tax equity investors were classified as operating cash inflows in the Consolidated Statement of Cash Flows. In addition to the treatment above with respect to the transactions with the 8point3 Group, the sale of the controlling interest in the Henrietta Project in the third quarter of fiscal 2016 was accounted for as a partial sale of real estate pursuant to which the Company recognized revenue equal to the sales value.

As of December 31, 2017 and January 1, 2017, the Company’s investment in the 8point3 Group had a negative carrying value of \$82.8 million and \$60.6 million, respectively, resulting from the continued deferral of profit recognition for projects sold to the 8point3 Group that included the sale or lease of real estate. The Company owns approximately 29 million shares in OpCo as well as exchange rights to convert these shares on a one-for-one basis to the publicly traded Class A shares of 8point3. Based on the closing stock price of Class A shares as of December 29, 2017, the final trading day prior to the end of the Company’s fiscal quarter, the Company’s investment in OpCo has an estimated market value of \$439.3 million.

In fiscal 2017, following a review of its strategic alternatives, the Company decided to explore a divestiture jointly with First Solar. On February 5, 2018, 8point3 Energy Partners entered into the Divestiture Transaction, and the Company entered into a Support Agreement which obligates the Company to support the Divestiture Transaction (See Note 18. Subsequent Events). The Divestiture Transaction is subject to customary conditions and approvals, and the details and timing are subject to change. Successful closure of the Divestiture Transaction is not assured.

Equity Investments in Dongfang Huansheng Photovoltaic (Jiangsu) Co., Ltd.

In March 2016, the Company entered into an agreement with Dongfang Electric Corporation and Tianjin Zhonghuan Semiconductor Co., Ltd. to form Dongfang Huansheng Photovoltaic (Jiangsu) Co., Ltd., a jointly owned cell manufacturing facility to manufacture the Company’s P-Series modules in China. The joint venture is based in Yixing City in Jiangsu Province, China. In March 2016, the Company made an initial \$9.2 million investment for a 15% equity ownership interest in the joint venture, which was accounted for under the cost method. In February 2017, the Company invested an additional \$9.0 million which included an investment of \$7.7 million and reinvested dividends of \$1.3 million, bringing the Company’s equity ownership to 20% of the

joint venture. The Company has concluded that it is not the primary beneficiary of the joint venture because, although the Company is obligated to absorb losses and has the right to receive benefits, the Company alone does not have the power to direct the activities of the joint venture that most significantly impact its economic performance. The Company accounts for its investment in the joint venture using the equity method because the Company is able to exercise significant influence over the joint venture due to its board position.

Equity Investments in Project Entities

The Company has from time to time maintained noncontrolling interests in project entities, which may be accounted for as either cost or equity method investments depending on whether the Company exercises significant influence over the investee. The Company's involvement in these entities primarily takes two forms. First, the Company may take a noncontrolling interest in an early-stage project and maintain that investment over the development cycle, often in situations in which the Company's products are also sold to the entity under separate agreements. Second, the Company may retain a noncontrolling interest in a development project after a controlling interest is sold to a third party. In either form, the Company may maintain its investment for all or part of the operational life of the project or may seek to subsequently dispose of its investment. For sales of solar power systems not involving real estate where the Company maintains an equity interest in the project sold to the customer, the Company recognizes all of the consideration received, including the fair value of the noncontrolling interest it obtained, as revenue and defers any future profits associated with the interest obtained through "Equity in earnings of unconsolidated affiliates, net of tax." During the fourth quarter of 2017, the Company sold its remaining noncontrolling interests in a co-development project entity to Total, which was accounted for as an equity method investment, resulting in a gain of \$5.3 million in "Other income (expense), net" of the Consolidated Statements of Operations. As of December 31, 2017 and January 1, 2017, respectively, the Company's investments in such projects had a carrying value of \$45.6 million and \$45.5 million, of which \$38.5 million and \$41.2 million were accounted for under the equity method with the remainder accounted for under the cost method.

Summarized Financial Statements

The following table presents summarized financial statements for significant investees accounted for by the equity method, based on the investees' fiscal years and on information provided to the Company by the investee:

(In thousands)	Fiscal Year		
	2017	2016	2015
Summarized statements of operations information:			
Revenue	\$70,089	\$ 61,197	\$480,106
Cost of sales and operating expenses	45,427	38,716	457,392
Net income	46,713	30,432	38,770
Net income attributable to the entity	53,183	156,793	140,969

(In thousands)	Fiscal Year	
	2017	2016
Summarized balance sheet information		
Current assets	\$ 36,090	\$ 35,407
Long-term assets	1,573,115	1,299,656
Current liabilities	7,648	26,606
Long-term liabilities	706,885	398,192
Noncontrolling interests and redeemable noncontrolling interests	72,945	58,658

Related-Party Transactions with Investees:

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Accounts receivable	\$1,275	\$3,397
Other long-term assets	\$ —	\$ 723
Accounts payable	\$3,764	\$ —

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Accrued liabilities	\$ 4,161	\$ 3,665
Customer advances	\$ 175	\$ 57
Other long-term liabilities	\$29,245	\$29,370

(In thousands)	Fiscal Year		
	2017	2016	2015
Payments made to investees for products/services	\$ —	\$337,831	\$444,121
Revenues and fees received from investees for products/services ¹	\$31,459	\$317,314	\$ 47,019

¹ Includes a portion of proceeds received from tax equity investors in connection with 8point3 Energy Partners transactions.

Cost Method Investment in Tendril Networks, Inc. (“Tendril”)

In November 2014, the Company invested in Tendril by purchasing \$20.0 million of its preferred stock. In the first half of fiscal 2017, the Company invested an additional \$3.0 million in Tendril by purchasing \$1.5 million of preferred stock in February 2017 and then again in April 2017. The Company’s total investment in Tendril constitutes a minority stake and is accounted for under the cost method because the preferred stock is deemed not to be in-substance common stock. In connection with the initial investment, the Company acquired warrants to purchase up to approximately 14 million shares of Tendril common stock exercisable through November 23, 2024. The number of shares of Tendril common stock that may be purchased pursuant to the warrants is subject to the Company’s and Tendril’s achievement of certain financial and operational milestones and other conditions.

In connection with the initial investment in Tendril, the Company also entered into commercial agreements with Tendril under a master services agreement and related statements of work. Under these commercial agreements, Tendril will use up to \$13.0 million of the Company’s initial investment to develop, jointly with the Company, certain solar software solution products.

Note 11. DEBT AND CREDIT SOURCES

The following table summarizes the Company’s outstanding debt on its Consolidated Balance Sheets:

(In thousands)	December 31, 2017				January 1, 2017			
	Face Value	Short-term	Long-term	Total	Face Value	Short-term	Long-term	Total
Convertible debt:								
4.00% debentures due 2023	\$ 425,000	\$ —	\$ 418,715	\$ 418,715	\$ 425,000	\$ —	\$ 417,473	\$ 417,473
0.875% debentures due 2021	400,000	—	397,739	397,739	400,000	—	397,079	397,079
0.75% debentures due 2018	300,000	299,685	—	299,685	300,000	—	298,926	298,926
IFC mortgage loan	—	—	—	—	17,500	17,121	—	17,121
CEDA loan	30,000	—	28,538	28,538	30,000	—	28,191	28,191
Non-recourse financing and other debt ¹	466,766	57,131	399,134	456,265	477,594	52,892	419,905	472,797
	<u>\$1,621,766</u>	<u>\$356,816</u>	<u>\$1,244,126</u>	<u>\$1,600,942</u>	<u>\$1,650,094</u>	<u>\$70,013</u>	<u>\$1,561,574</u>	<u>\$1,631,587</u>

¹ Other debt excludes payments related to capital leases, which are disclosed in Note 9.

As of December 31, 2017, the aggregate future contractual maturities of the Company's outstanding debt, at face value, were as follows:

<u>(In thousands)</u>	<u>Fiscal 2018</u>	<u>Fiscal 2019</u>	<u>Fiscal 2020</u>	<u>Fiscal 2021</u>	<u>Fiscal 2022</u>	<u>Thereafter</u>	<u>Total</u>
Aggregate future maturities of outstanding debt	\$357,132	15,835	14,710	415,641	38,290	780,158	\$1,621,766

Convertible Debt

The following table summarizes the Company's outstanding convertible debt:

<u>(In thousands)</u>	<u>December 31, 2017</u>			<u>January 1, 2017</u>		
	<u>Carrying Value</u>	<u>Face Value</u>	<u>Fair Value¹</u>	<u>Carrying Value</u>	<u>Face Value</u>	<u>Fair Value¹</u>
Convertible debt:						
4.00% debentures due 2023	\$ 418,715	\$ 425,000	\$368,399	\$ 417,473	\$ 425,000	\$301,555
0.875% debentures due 2021	397,739	400,000	315,132	397,079	400,000	266,996
0.75% debentures due 2018	<u>299,685</u>	<u>300,000</u>	<u>299,313</u>	<u>298,926</u>	<u>300,000</u>	<u>270,627</u>
	<u>\$1,116,139</u>	<u>\$1,125,000</u>	<u>\$982,844</u>	<u>\$1,113,478</u>	<u>\$1,125,000</u>	<u>\$839,178</u>

¹ The fair value of the convertible debt was determined using Level 2 inputs based on quarterly market prices as reported by an independent pricing source.

The Company's outstanding convertible debentures are senior, unsecured obligations of the Company, ranking equally with all existing and future senior unsecured indebtedness of the Company.

4.00% Debentures Due 2023

In December 2015, the Company issued \$425.0 million in principal amount of its 4.00% debentures due 2023. Interest is payable semi-annually, beginning on July 15, 2016. Holders may exercise their right to convert the debentures at any time into shares of the Company's common stock at an initial conversion price approximately equal to \$30.53 per share, subject to adjustment in certain circumstances. If not earlier repurchased or converted, the 4.00% debentures due 2023 mature on January 15, 2023.

0.875% Debentures Due 2021

In June 2014, the Company issued \$400.0 million in principal amount of its 0.875% debentures due 2021. Interest is payable semi-annually, beginning on December 1, 2014. Holders may exercise their right to convert the debentures at any time into shares of the Company's common stock at an initial conversion price approximately equal to \$48.76 per share, subject to adjustment in certain circumstances. If not earlier repurchased or converted, the 0.875% debentures due 2021 mature on June 1, 2021.

0.75% Debentures Due 2018

In May 2013, the Company issued \$300.0 million in principal amount of its 0.75% debentures due 2018. Interest is payable semi-annually, beginning on December 1, 2013. Holders may exercise their right to convert the debentures at any time into shares of the Company's common stock at an initial conversion price approximately equal to \$24.95 per share, subject to adjustment in certain circumstances. If not earlier repurchased or converted, the 0.75% debentures due 2018 mature on June 1, 2018.

Other Debt and Credit Sources

Mortgage Loan Agreement with IFC

In May 2010, the Company entered into a mortgage loan agreement with IFC. Under the loan agreement, the Company borrowed \$75.0 million and was required to repay the amount borrowed starting two years after the date of borrowing, in 10 equal semi-annual installments. The Company was required to pay interest of LIBOR plus 3% per annum on outstanding borrowings; a front-end fee of 1% on the principal amount of borrowings at the time of borrowing; and a commitment fee of 0.5% per annum on funds available for borrowing and not

borrowed. The Company was able to prepay all or a part of the outstanding principal, subject to a 1% prepayment premium. The Company had pledged certain assets as collateral supporting its repayment obligations (see Note 5). As of December 31, 2017 and January 1, 2017, the Company had restricted cash and cash equivalents of zero and \$9.2 million, respectively, related to the IFC debt service reserve, which was the amount, as determined by IFC, equal to the aggregate principal and interest due on the next succeeding interest payment date. On January 17, 2017, the Company repaid the entire outstanding balance, and the associated interest, of the mortgage loan agreement with IFC.

Loan Agreement with California Enterprise Development Authority (“CEDA”)

In 2010, the Company borrowed the proceeds of the \$30.0 million aggregate principal amount of CEDA’s tax-exempt Recovery Zone Facility Revenue Bonds (SunPower Corporation - Headquarters Project) Series 2010 (the “Bonds”) maturing April 1, 2031 under a loan agreement with CEDA. The Bonds mature on April 1, 2031, bear interest at a fixed rate of 8.50% through maturity, and include customary covenants and other restrictions on the Company.

Revolving Credit Facility with Credit Agricole

In July 2013, the Company entered into a revolving credit agreement with Credit Agricole, as administrative agent, and certain financial institutions, under which the Company may borrow up to \$250.0 million. On August 26, 2014, the Company entered into an amendment to the revolving credit facility that, among other things, extends the maturity date of the facility from July 3, 2016 to August 26, 2019 (the “Maturity Date”). Amounts borrowed may be repaid and reborrowed until the Maturity Date. On February 17, 2016, the Company entered into an amendment to the credit agreement, expanding the available borrowings under the revolving credit facility to \$300.0 million and adding a \$200.0 million letter of credit subfacility, subject to the satisfaction of certain conditions. The revolving credit facility includes representations, covenants, and events of default customary for financing transactions of this type.

On June 23, 2017, the Company entered into an Amended and Restated Revolving Credit Agreement (the “Amended and Restated Credit Agreement”) with Credit Agricole, as administrative agent, and the other lenders party thereto, which amends and restates the Revolving Credit Agreement dated July 3, 2013, as amended.

The Amended and Restated Credit Agreement was entered into in connection with the Letter Agreement between the Company and Total S.A. dated May 8, 2017 (the “Letter Agreement”), which was entered into to facilitate the issuance by Total S.A. of one or more guaranties of the Company’s payment obligations (the “Guaranties”) of up to \$100.0 million under the Restated Credit Agreement. The maturity date of the Letter Agreement is August 26, 2019.

The maturity date of the facility under the Amended and Restated Credit Agreement is August 26, 2019 (the “Maturity Date”), and amounts borrowed under the facility may be repaid and reborrowed until the Maturity Date. Available borrowings under the Amended and Restated Credit Agreement remain \$300.0 million; provided that the aggregate principal amount of all amounts borrowed under the facility cannot exceed 95.0% of the amounts guaranteed by Total under the Letter Agreement.

The Amended and Restated Credit Agreement (a) removes the ability of the Company to request the issuance of performance and financial letters of credit, (b) removes certain covenants, including covenants related to a maximum leverage ratio and a minimum consolidated liquidity, (c) removes the negative pledge on certain assets of the Company, (d) removes certain domestic subsidiaries of the Company as guarantors, and (e) effects other revisions to the terms thereof. All collateral previously pledged to secure the Company’s obligations to the lenders has been released.

The Company is required to pay (a) interest on outstanding borrowings under the facility of (i) with respect to any LIBOR rate loan, an amount equal to 0.6% plus the LIBOR rate divided by a percentage equal to one minus the stated maximum rate of all reserves required to be maintained against “Eurocurrency liabilities” as specified in Regulation D; and (ii) with respect to any alternate base rate loan, an amount equal to 0.25% plus the greater of (1) the prime rate, (2) the Federal Funds rate plus 0.50%, and (3) the one-month LIBOR rate plus 1%; and (b) a commitment fee of 0.06% per annum on funds available for borrowing and not borrowed. The Amended and Restated Credit Agreement includes representations, covenants, and events of default customary for financing transactions of this type.

As of December 31, 2017, the Company had no outstanding borrowings under the revolving credit facility. As of January 1, 2017, the Company had \$4.7 million of outstanding borrowings under the revolving credit facility, all of which were related to letters of credit that were fully cash collateralized at the time.

August 2016 Letter of Credit Facility Agreement

In August 2016, the Company entered into a letter of credit facility with Banco Santander, S.A. which provides for the issuance, upon request by the Company, of letters of credit to support obligations of the Company in an aggregate amount not to exceed \$85 million. As of December 31, 2017 and January 1, 2017, there were no letters of credit issued and outstanding under the facility with Banco Santander, S.A. The availability of such letters of credit is subject to review and approval by Banco Santander, S.A. at the time of each request made by the Company.

2016 Letter of Credit Facility Agreements

In June 2016, the Company entered into a Continuing Agreement for Standby Letters of Credit and Demand Guarantees with Deutsche Bank AG New York Branch and Deutsche Bank Trust Company Americas (the “2016 Non-Guaranteed LC Facility”) which provides for the issuance, upon request by the Company, of letters of credit to support the Company’s obligations in an aggregate amount not to exceed \$50.0 million. The 2016 Non-Guaranteed LC Facility will terminate on June 29, 2018. As of December 31, 2017 and January 1, 2017, letters of credit issued and outstanding under the 2016 Non-Guaranteed LC Facility totaled \$30.1 million and \$45.8 million, respectively.

In June 2016, the Company entered into bilateral letter of credit facility agreements (the “2016 Guaranteed LC Facilities”) with Bank of Tokyo-Mitsubishi UFJ (“BTMU”), Credit Agricole, and HSBC USA Bank, National Association (“HSBC”). Each letter of credit facility agreement provides for the issuance, upon the Company’s request, of letters of credit by the issuing bank thereunder in order to support certain of the Company’s obligations until December 31, 2018. Payment of obligations under the 2016 Guaranteed Letter of Credit Facilities is guaranteed by Total S.A. pursuant to the Credit Support Agreement. Aggregate letter of credit amounts may be increased upon the agreement of the respective parties but, otherwise, may not exceed \$75.0 million with BTMU, \$75.0 million with Credit Agricole and \$175.0 million with HSBC. Each letter of credit issued under one of the letter of credit facilities generally must have an expiration date, subject to certain exceptions, no later than the earlier of (a) two years from completion of the applicable project and (b) March 31, 2020.

In June 2016, in connection with the 2016 Guaranteed LC Facilities, the Company entered into a transfer agreement to transfer to the 2016 Guaranteed LC Facilities all existing outstanding letters of credit issued under the Company’s letter of credit facility agreement with Deutsche Bank AG New York Branch and Deutsche Bank Trust Company Americas, as administrative agent, and certain financial institutions, entered into in August 2011 and amended from time to time. In connection with the transfer of the existing outstanding letters of credit, the aggregate commitment amount under the August 2011 letter of credit facility was permanently reduced to zero on June 29, 2016. As of December 31, 2017 and January 1, 2017, letters of credit issued and outstanding under the 2016 Guaranteed LC Facilities totaled \$173.7 million and \$244.8 million, respectively.

September 2011 Letter of Credit Facility with Deutsche Bank and Deutsche Bank Trust Company Americas (together, “Deutsche Bank Trust”)

In September 2011, the Company entered into a letter of credit facility with Deutsche Bank Trust which provides for the issuance, upon request by the Company, of letters of credit to support obligations of the Company in an aggregate amount not to exceed \$200.0 million. Each letter of credit issued under the facility is fully cash-collateralized and the Company has entered into a security agreement with Deutsche Bank Trust, granting them a security interest in a cash collateral account established for this purpose.

As of December 31, 2017 and January 1, 2017, letters of credit issued and outstanding under the Deutsche Bank Trust facility totaled \$7.1 million and \$3.1 million, respectively, which were fully collateralized with restricted cash on the Consolidated Balance Sheets.

Revolving Credit Facility with Mizuho Bank Ltd. (“Mizuho”) and Goldman Sachs Bank USA (“Goldman Sachs”)

On May 4, 2016, the Company entered into a revolving credit facility (as amended to date, the “Construction Revolver”) with Mizuho, as administrative agent, and Goldman Sachs, under which the Company could borrow up to \$200 million. The Construction Revolver also includes a \$100 million accordion feature. On October 27, 2017, the Company and Mizuho entered into an amendment to the Construction Revolver, which reduces the amount that the Company may borrow to up to \$50 million. Amounts borrowed under the facility may be repaid and reborrowed in support of the Company’s commercial and small-scale utility projects in the United States until the May 4, 2021 maturity date. The facility includes representations, covenants, and events of default customary for financing transactions of this type.

Borrowings under the Construction Revolver bear interest at the applicable LIBOR rate plus 1.50% for the first two years, with the final year at LIBOR plus 1.75%. All outstanding indebtedness under the facility may be voluntarily prepaid in whole or in part without premium or penalty (with certain limitations to partial repayments), other than customary breakage costs. The facility is secured by the assets of, and equity in, the various project companies to which the borrowings relate, but is otherwise non-recourse to the Company and its other affiliates.

As of December 31, 2017 and January 1, 2017, the aggregate carrying value of the Construction Revolver totaled \$3.2 million and \$10.5 million, respectively.

Non-recourse Financing and Other Debt

In order to facilitate the construction, sale or ongoing operation of certain solar projects, including the Company’s residential leasing program, the Company regularly obtains project-level financing. These financings are secured either by the assets of the specific project being financed or by the Company’s equity in the relevant project entity and the lenders do not have recourse to the general assets of the Company for repayment of such debt obligations, and hence the financings are referred to as non-recourse. Non-recourse financing is typically in the form of loans from third-party financial institutions, but also takes other forms, including “partnership flip” structures, sale-leaseback arrangements, or other forms commonly used in the solar or similar industries. The Company may seek non-recourse financing covering solely the construction period of the solar project or may also seek financing covering part or all of the operating life of the solar project. The Company classifies non-recourse financings in the Consolidated Balance Sheets in accordance with their terms; however, in certain circumstances, the Company may repay or refinance these financings prior to stated maturity dates in connection with the sale of the related project or similar such circumstances. In addition, in certain instances, the customer may assume the loans at the time that the project entity is sold to the customer. In these instances, subsequent debt assumption is reflected as a financing outflow and operating inflow in the Consolidated Statements of Cash Flows to reflect the substance of the assumption as a facilitation of customer financing from a third party.

The following presents a summary of the Company’s non-recourse financing arrangements, including arrangements that are not classified as debt:

(In thousands)	Aggregate Carrying Value¹		Balance Sheet Classification
	December 31, 2017	January 1, 2017	
Residential Lease Program			
Bridge loans	\$ 17,068	\$ 6,718	Short-term debt and Long-term debt
Long-term loans	356,622	283,852	Short-term debt and Long-term debt
Financing arrangements with third parties	29,245	29,370	Other long-term liabilities
Tax equity partnership flip facilities	119,415	183,109	Redeemable non-controlling interests in subsidiaries and Non-controlling interests in subsidiaries

(In thousands)	Aggregate Carrying Value ¹		Balance Sheet Classification
	December 31, 2017	January 1, 2017	
Power Plant and Commercial Projects			
Boulder I credit facility	28,168	28,775	Short-term debt and Long-term debt
El Pelicano credit facility	—	90,474	Short-term debt and Long-term debt
Construction Revolver	3,240	10,469	Long-term debt
Arizona loan	7,161	7,649	Short-term debt and Long-term debt

¹ Based on the nature of the debt arrangements included in the table above, and the Company's intention to fully repay or transfer the obligations at their face values plus any applicable interest, the Company believes their carrying value materially approximates fair value, which is categorized within Level 3 of the fair value hierarchy.

For the Company's residential lease program, non-recourse financing is typically accomplished by aggregating an agreed-upon volume of solar power systems and leases with residential customers into a specific project entity. The Company has entered into the following non-recourse financings with respect to its residential lease program:

In fiscal 2016, the Company entered into bridge loans to finance solar power systems and leases under its residential lease program. The loans are repaid over terms ranging from two to seven years. Some loans may be prepaid without penalties at the Company's option at any time, while other loans may be prepaid, subject to a prepayment fee, after one year. During fiscal 2017, the Company had net proceeds of \$10.3 million in connection with these loans. As of December 31, 2017, the aggregate carrying amount of these loans, presented in "Short-term debt" and "Long-term debt" on the Company's Consolidated Balance Sheets, was \$17.1 million. In January 2018, the Company entered into additional bridge loan financing, and had net proceeds of \$10.5 million in connection with these loans.

The Company enters into long-term loans to finance solar power systems and leases under its residential lease program. The loans are repaid over their terms of between 17 and 18 years, and may be prepaid without penalty at the Company's option beginning seven years after the original issuance of the loan. During fiscal 2017 and 2016, the Company had net proceeds of \$72.4 million and \$111.8 million in connection with these loans. As of December 31, 2017, and January 1, 2017, the aggregate carrying amount of these loans, presented in "Short-term debt" and "Long-term debt" on the Company's Consolidated Balance Sheets, was \$356.6 million and \$283.9 million, respectively.

The Company has entered into multiple arrangements under which solar power systems are financed by third-party investors or customers, including by a legal sale of the underlying asset that is accounted for as a borrowing under relevant accounting guidelines, as the requirements to recognize the transfer of the asset were not met. Under the terms of these arrangements, the third parties make an upfront payment to the Company, which the Company recognizes as a liability that will be reduced over the term of the arrangement as lease receivables and government incentives are received by the third party. As the liability is reduced, the Company makes a corresponding reduction in receivables. The Company uses this approach to account for both operating and sales-type leases with its residential lease customers in its consolidated financial statements. During fiscal 2017 and 2016, the Company had net proceeds of zero and \$28.5 million, respectively, in connection with these facilities. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount of these facilities, presented in "Other long-term liabilities" on the Company's Consolidated Balance Sheets, was \$29.2 million and \$29.4 million, respectively (see Note 5).

The Company also enters into facilities with third-party tax equity investors under which the investors invest in a structure known as a "partnership flip". The Company holds controlling interests in these less-than-wholly-owned entities and therefore fully consolidates these entities. The Company accounts for the portion of net assets in the consolidated entities attributable to the investors as noncontrolling interests in its consolidated financial statements. Noncontrolling interests in subsidiaries that are redeemable at the option of the noncontrolling interest holder are classified accordingly as redeemable between liabilities and equity on the Company's Consolidated Balance Sheets. During fiscal 2017 and 2016, the Company had net contributions of \$178.4 million and \$127.3 million, respectively, under these facilities and attributed losses of \$91.2 million and \$74.9 million, respectively, to the non-controlling interests corresponding principally to certain assets, including tax credits, which were allocated to the non-controlling interests during the periods. As of December 31, 2017

and January 1, 2017, the aggregate carrying amount of these facilities, presented in “Redeemable non-controlling interests in subsidiaries” and “Non-controlling interests in subsidiaries” on the Company’s Consolidated Balance Sheets, was \$119.4 million and \$183.1 million, respectively.

For the Company’s power plant and commercial solar projects, non-recourse financing is typically accomplished using an individual solar power system or a series of solar power systems with a common end customer, in each case owned by a specific project entity. The Company has entered into the following non-recourse financings with respect to its power plant and commercial projects:

In fiscal 2017, the Company entered into a short-term credit facility to finance the 70 MW utility-scale Gala power plant project in Oregon. In the third quarter of fiscal 2017, the Company repaid the full outstanding amount of \$106.0 million in connection with the credit facility.

In fiscal 2016, the Company entered into the Construction Revolver credit facility to support the construction of the Company’s commercial and small-scale utility projects in the United States. During fiscal 2017, the Company made net repayments of \$9.1 million in connection with the facility. As of December 31, 2017, and January 1, 2017, the aggregate carrying amount of the Construction Revolver, presented in “Long-term debt” on the Company’s Consolidated Balance Sheets, was \$3.2 million and \$10.5 million, respectively.

In fiscal 2016, the Company entered into a long-term credit facility to finance the 125 MW utility-scale Boulder power plant project in Nevada. As of December 31, 2017 and January 1, 2017, the aggregate carrying amount of this facility, presented in “Short-term debt” and “Long-term debt” on the Company’s Consolidated Balance Sheets, was \$28.2 million and \$28.8 million, respectively.

In fiscal 2016, the Company entered into a long-term credit facility to finance the 111 MW utility-scale El Pelicano power plant project in Chile. In the fourth quarter of fiscal 2017, the Company sold El Pelicano, and the buyer assumed the full outstanding debt balance of \$196.1 million upon the sale of the project.

In fiscal 2013, the Company entered into a long-term loan agreement to finance a 5.4 MW utility and power plant operating in Arizona. As of both December 31, 2017 and January 1, 2017, the aggregate carrying amount under this loan, presented in “Short-term debt” and “Long-term debt” on the Company’s Consolidated Balance Sheets, was \$7.2 million and \$7.6 million, respectively.

Other debt is further composed of non-recourse project loans in EMEA, which are scheduled to mature through 2028.

See Note 6 for discussion of the Company’s sale-leaseback arrangements accounted for under the financing method.

Note 12. DERIVATIVE FINANCIAL INSTRUMENTS

The following tables present information about the Company’s hedge instruments measured at fair value on a recurring basis as of December 31, 2017 and January 1, 2017, all of which utilize Level 2 inputs under the fair value hierarchy:

<u>(In thousands)</u>	<u>Balance Sheet Classification</u>	<u>December 31, 2017</u>	<u>January 1, 2017</u>
Assets:			
Derivatives designated as hedging instruments:			
Foreign currency option contracts	Prepaid expenses and other current assets	\$—	\$1,711
Foreign currency forward exchange contracts	Prepaid expenses and other current assets	<u>61</u>	<u>—</u>
		<u>\$61</u>	<u>\$1,711</u>

(In thousands)	Balance Sheet Classification	December 31, 2017	January 1, 2017
Derivatives not designated as hedging instruments:			
Foreign currency option contracts	Prepaid expenses and other current assets	\$ —	\$ 1,076
Foreign currency forward exchange contracts	Prepaid expenses and other current assets	2,518	2,015
Interest rate contracts	Other long-term assets	—	11,429
		<u>\$2,518</u>	<u>\$14,520</u>
Liabilities:			
Derivatives designated as hedging instruments:			
Foreign currency option contracts	Accrued liabilities	\$ —	\$ 71
Interest rate contracts	Other long-term liabilities	715	448
		<u>\$ 715</u>	<u>\$ 519</u>
Derivatives not designated as hedging instruments:			
Foreign currency option contracts	Accrued liabilities	\$ —	\$ 15
Foreign currency forward exchange contracts	Accrued liabilities	1,452	1,937
Interest rate contracts	Other long-term liabilities	459	—
		<u>\$1,911</u>	<u>\$ 1,952</u>

December 31, 2017						
Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Rights to Offset						
(In thousands)	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Financial Instruments	Cash Collateral	Net Amounts
Derivative assets	\$2,579	\$—	\$2,579	\$603	\$—	\$1,976
Derivative liabilities	\$2,626	\$—	\$2,626	\$603	\$—	\$2,023
January 1, 2017						
Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Rights to Offset						
(In thousands)	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Financial Instruments	Cash Collateral	Net Amounts
Derivative assets	\$16,231	\$—	\$16,231	\$1,694	\$—	\$14,537
Derivative liabilities	\$ 2,471	\$—	\$ 2,471	\$1,694	\$—	\$ 777

The following table summarizes the pre-tax amount of unrealized gain or loss recognized in “Accumulated other comprehensive income” (“OCI”) in “Stockholders’ equity” in the Consolidated Balance Sheets:

(In thousands)	Fiscal Year		
	2017	2016	2015
Derivatives designated as cash flow hedges:			
Gain (loss) in OCI at the beginning of the period	\$ 1,203	\$ 5,942	\$(1,443)
Unrealized gain (loss) recognized in OCI (effective portion)	(905)	2,626	12,129
Less: Loss (gain) reclassified from OCI to revenue (effective portion)	(859)	(7,365)	(4,744)
Net gain (loss) on derivatives	<u>\$(1,764)</u>	<u>\$(4,739)</u>	<u>\$ 7,385</u>
Gain (loss) in OCI at the end of the period	<u>\$ (561)</u>	<u>\$ 1,203</u>	<u>\$ 5,942</u>

The following table summarizes the amount of gain or loss recognized in “Other, net” in the Consolidated Statements of Operations in the years ended December 31, 2017, January 1, 2017 and January 3, 2016:

(In thousands)	Fiscal Year		
	2017	2016	2015
Derivatives designated as cash flow hedges:			
Gain (loss) recognized in “Other, net” on derivatives (ineffective portion and amount excluded from effectiveness testing)	\$ 254	\$(1,069)	\$(1,925)
Derivatives not designated as hedging instruments:			
Gain (loss) recognized in “Other, net”	\$1,635	\$(6,964)	\$ 4,146

Foreign Currency Exchange Risk

Designated Derivatives Hedging Cash Flow Exposure

The Company’s cash flow exposure primarily relates to anticipated third-party foreign currency revenues and expenses and interest rate fluctuations. To protect financial performance, the Company enters into foreign currency forward and option contracts designated as cash flow hedges to hedge certain forecasted revenue transactions denominated in currencies other than their functional currencies.

As of December 31, 2017, the Company had designated outstanding cash flow hedge forward contracts with an aggregate notional value of \$2.1 million. As of January 1, 2017, the Company had designated outstanding cash flow hedge option contracts with an aggregate notional value of \$17.3 million. The Company designates either gross external or intercompany revenue up to its net economic exposure. These derivatives have a maturity of a month or less and consist of foreign currency forward contracts. The effective portion of these cash flow hedges is reclassified into revenue when third-party revenue is recognized in the Consolidated Statements of Operations.

Non-Designated Derivatives Hedging Transaction Exposure

Derivatives not designated as hedging instruments consist of forward and option contracts used to hedge re-measurement of foreign currency denominated monetary assets and liabilities primarily for intercompany transactions, receivables from customers, and payables to third parties. Changes in exchange rates between the Company’s subsidiaries’ functional currencies and the currencies in which these assets and liabilities are denominated can create fluctuations in the Company’s reported consolidated financial position, results of operations and cash flows. As of December 31, 2017, to hedge balance sheet exposure, the Company held forward contracts with an aggregate notional value of \$8.2 million. The maturity dates of these contracts range from January 2, 2018 to January 30, 2018. As of January 1, 2017, to hedge balance sheet exposure, the Company held option contracts and forward contracts with aggregate notional values of \$11.0 million and \$42.9 million, respectively. The maturity dates of these contracts ranged from January 2017 to June 2017.

Interest Rate Risk

The Company also enters into interest rate swap agreements to reduce the impact of changes in interest rates on its project specific non-recourse floating rate debt. As of both December 31, 2017 and January 1, 2017, the Company had interest rate swap agreements designated as cash flow hedges with aggregate notional values of \$58.1 million and \$7.6 million, respectively, and interest rate swap agreements not designated as cash flow hedges with aggregate notional values of \$21.1 million and \$170.3 million, respectively. These swap agreements allow the Company to effectively convert floating-rate payments into fixed rate payments periodically over the life of the agreements. These derivatives have a maturity of more than 12 months. The effective portion of these swap agreements designated as cash flow hedges is reclassified into interest expense when the hedged transactions are recognized in the Consolidated Statements of Operations. The Company analyzes its designated interest rate swaps quarterly to determine if the hedge transaction remains effective or ineffective. The Company may discontinue hedge accounting for interest rate swaps prospectively if certain criteria are no longer met, the interest rate swap is terminated or exercised, or if the Company elects to remove the cash flow hedge designation. If hedge accounting is discontinued, and the forecasted hedged transaction is considered possible to occur, the previously recognized gain or loss on the interest rate swaps will remain in accumulated other comprehensive loss and will be reclassified into earnings during the same period the forecasted hedged transaction affects earnings or is otherwise deemed improbable to occur. All changes in the fair value of non-designated interest rate swap agreements are recognized immediately in current period earnings.

Credit Risk

The Company's option and forward contracts do not contain any credit-risk-related contingent features. The Company is exposed to credit losses in the event of nonperformance by the counterparties to these option and forward contracts. The Company enters into derivative contracts with high-quality financial institutions and limits the amount of credit exposure to any single counterparty. In addition, the Company continuously evaluates the credit standing of its counterparties.

Note 13. INCOME TAXES

The Tax Cuts and Jobs Act was enacted on December 22, 2017. The Act provides for numerous significant tax law changes and modifications including the reduction of the U.S. federal corporate income tax rate from 35% to 21%, the requirement for companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and the creation of new taxes on certain foreign sourced earnings.

In accordance with accounting standard ASC 740 "Income Taxes", companies are required to recognize the tax law changes in the period of enactment. However, SAB 118 allows companies to record provisional amounts during a measurement period that is similar to the measurement period used when accounting for business combinations. As of December 31, 2017, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax.

The one-time transition tax is based on our total post-1986 earnings and profits (E&P) that we previously deferred from US income taxes. We recorded a provisional amount for the one-time transition tax of our foreign subsidiaries resulting in a reduction of net operating losses of \$161.9 million. We have not finalized our calculation of total post-1986 E&P for these foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when we finalize the calculation of the post-1986 E&P previously deferred from US federal taxation and finalize the amounts held in cash or other specified assets. No additional income taxes and foreign withholding taxes have been provided for any remaining undistributed foreign earnings not subject to transition tax, or any additional outside basis difference inherent in these entities, as these amounts continue to be indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practicable.

As a result of the reduction of the corporate income tax rate to 21%, U.S. GAAP requires companies to remeasure their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the period of enactment. The Company remeasured deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future. The provisional amount recorded for the remeasurement and resulting write-down of the deferred tax balance was \$246.4 million. The change in our deferred tax balances had a corresponding change to our valuation allowance thereby resulting in no income tax expense for the period. However, we are still analyzing aspects of the Act and refining our calculations, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts.

The geographic distribution of income (loss) from continuing operations before income taxes and equity earnings of unconsolidated investees and the components of provision for income taxes are summarized below:

(In thousands)	Fiscal Year		
	2017	2016	2015
Geographic distribution of income (loss) from continuing operations before income taxes and equity in earnings of unconsolidated investees:			
U.S. income (loss)	(1,158,314)	\$(696,232)	\$(222,688)
Non-U.S. income (loss)	<u>41,250</u>	<u>131,637</u>	<u>(19,623)</u>
Income (loss) before income taxes and equity in earnings (loss) of unconsolidated investees	<u>\$(1,117,064)</u>	<u>\$(564,595)</u>	<u>\$(242,311)</u>
Provision for income taxes:			
Current tax benefit (expense)			
Federal	\$ 6,815	\$ (6,843)	\$ (43,676)
State	6,575	9,254	(22,143)

(In thousands)	Fiscal Year		
	2017	2016	2015
Foreign	(12,074)	(19,073)	(2,009)
Total current tax expense	<u>\$ 1,316</u>	<u>\$(16,662)</u>	<u>\$(67,828)</u>
Deferred tax benefit (expense)			
Federal	\$ —	\$ 3,286	\$ 1,278
State	1,450	6,819	—
Foreign	<u>1,177</u>	<u>(762)</u>	<u>(144)</u>
Total deferred tax benefit (expense)	<u>2,627</u>	<u>9,343</u>	<u>1,134</u>
Benefit from (provision for) income taxes	<u>\$ 3,943</u>	<u>\$ (7,319)</u>	<u>\$(66,694)</u>

The benefit (expense) for income taxes differs from the amounts obtained by applying the statutory U.S. federal tax rate to income before taxes as shown below:

(In thousands)	Fiscal Year		
	2017	2016	2015
Statutory rate	35%	35%	35%
Tax benefit (expense) at U.S. statutory rate	\$ 390,973	\$ 197,608	\$ 84,809
Foreign rate differential	6,178	24,932	(9,676)
State income taxes, net of benefit	(450)	(329)	(21,547)
Return to provision adjustments	—	10,784	—
Deemed foreign dividend	—	—	(16,618)
Tax credits (investment tax credit and other)	8,132	6,396	19,723
Change in valuation allowance	(117,060)	(189,245)	(164,236)
Unrecognized tax benefits	2,430	(42,697)	(20,634)
Non-controlling interest income	17,705	17,183	14,353
Goodwill impairment	—	(20,236)	—
Domestic production activity	—	—	10,262
Transfer Pricing Adjustment	—	—	(6,304)
Intercompany profit deferral	—	(4,933)	49,705
Effects of tax reform	(302,899)	—	—
Other, net	<u>(1,066)</u>	<u>(6,782)</u>	<u>(6,531)</u>
Total	<u>\$ 3,943</u>	<u>\$ (7,319)</u>	<u>\$ (66,694)</u>

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Deferred tax assets:		
Net operating loss carryforwards	\$ 160,778	\$ 209,431
Tax credit carryforwards	57,072	6,898
Reserves and accruals	194,035	187,250
Stock-based compensation stock deductions	11,160	24,357
Outside basis difference on investment in 8point3 Energy Partners	68,331	108,941
Basis difference on third-party project sales	247,488	148,636
Other	<u>2,427</u>	<u>(331)</u>
Total deferred tax asset	741,291	685,182
Valuation allowance	<u>(559,766)</u>	<u>(497,236)</u>
Total deferred tax asset, net of valuation allowance	<u>181,525</u>	<u>187,946</u>
Deferred tax liabilities:		
Foreign currency derivatives unrealized gains	—	(574)
Other intangible assets and accruals	(8,257)	(13,908)

(In thousands)	As of	
	December 31, 2017	January 1, 2017
Fixed asset basis difference	(156,371)	(149,380)
Other	(8,252)	(10,866)
Total deferred tax liabilities	(172,880)	(174,728)
Net deferred tax asset	\$ 8,645	\$ 13,218

The Company remeasured these non-current assets and liabilities at the applicable U.S. federal tax rate of 21% in accordance with the Tax Cuts and Jobs Act of 2017. The remeasurement resulted in a total decrease in the gross deferred tax assets before valuation allowance of \$246.4 million.

As of December 31, 2017, the Company had federal net operating loss carryforwards of \$629.3 million for tax purposes. These federal net operating loss carryforwards will expire at various dates from 2028 to 2037. As of December 31, 2017, the Company had California state net operating loss carryforwards of approximately \$524.7 million for tax purposes, of which \$5.2 million relate to debt issuance and will benefit equity when realized. These California net operating loss carryforwards will expire at various dates from 2029 to 2037. The Company also had credit carryforwards of approximately \$75.3 million for federal tax purposes, of which \$19.0 million relate to debt issuance and will benefit equity when realized. The Company had California credit carryforwards of \$9.0 million for state tax purposes, of which \$4.7 million relate to debt issuance and will benefit equity when realized. These federal credit carryforwards will expire at various dates from 2019 to 2037, and the California credit carryforwards do not expire. The Company's ability to utilize a portion of the net operating loss and credit carryforwards is dependent upon the Company being able to generate taxable income in future periods or being able to carryback net operating losses to prior year tax returns. The Company's ability to utilize net operating losses may be limited due to restrictions imposed on utilization of net operating loss and credit carryforwards under federal and state laws upon a change in ownership, such as the transaction with Cypress.

The Company is subject to tax holidays in the Philippines where it manufactures its solar power products. The Company's current income tax holidays were granted as manufacturing lines were placed in service. Tax holidays in the Philippines reduce the Company's tax rate to 0% from 30%. Tax savings associated with the Philippines tax holidays were approximately \$5.6 million, \$10.0 million, and \$21.2 million in fiscal 2017, 2016, and 2015, respectively, which provided a diluted net income (loss) per share benefit of \$0.04, \$0.07, and \$0.16, respectively.

The Company qualifies for the auxiliary company status in Switzerland where it sells its solar power products. The auxiliary company status entitles the Company to a reduced tax rate of 11.5% in Switzerland from approximately 24.2%. Tax savings associated with this ruling were approximately \$2.4 million, \$1.9 million, and \$1.6 million in fiscal 2017, 2016, and 2015, respectively, which provided a diluted net income (loss) per share benefit of \$0.02, \$0.01, and \$0.01 in fiscal 2017, 2016, and 2015, respectively.

The Company is subject to tax holidays in Malaysia where it manufactures its solar power products. The Company's current tax holidays in Malaysia were granted to its former joint venture AUOSP (now a wholly-owned subsidiary). Tax holidays in Malaysia reduce the Company's tax rate to 0% from 24%. Tax savings associated with the Malaysia tax holiday were approximately \$6.8 million and \$2.0 million in fiscal 2017 and 2016, respectively, which provided a diluted net income (loss) per share benefit of \$0.05 and \$0.01 in fiscal 2017 and 2016, respectively.

Valuation Allowance

The Company's valuation allowance is related to deferred tax assets in the United States, France, South Africa and Spain and was determined by assessing both positive and negative evidence. When determining whether it is more likely than not that deferred assets are recoverable, with such assessment being required on a jurisdiction by jurisdiction basis, management believes that sufficient uncertainty exists with regard to the realizability of these assets such that a valuation allowance is necessary. Factors considered in providing a valuation allowance include the lack of a significant history of consistent profits, the lack of consistent profitability in the solar industry, the limited capacity of carrybacks to realize these assets, and other factors. Based on the absence of sufficient positive objective evidence, management is unable to assert that it is more

likely than not that the Company will generate sufficient taxable income to realize net deferred tax assets aside from the U.S. net operating losses that can be carried back to prior year tax returns. Should the Company achieve a certain level of profitability in the future, it may be in a position to reverse the valuation allowance which would result in a non-cash income statement benefit. The change in valuation allowance for fiscal 2017, 2016, and 2015 was \$63.0 million, \$228.6 million, and \$149.9 million, respectively.

Unrecognized Tax Benefits

Current accounting guidance contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits during fiscal 2017, 2016, and 2015 is as follows:

(In thousands)	Fiscal Year		
	2017	2016	2015
Balance, beginning of year	\$ 82,253	\$41,058	\$ 44,287
Additions for tax positions related to the current year	2,478	35,768	10,478
Additions (reductions) for tax positions from prior years	22,151	7,322	(12,545)
Reductions for tax positions from prior years/statute of limitations expirations	(1,460)	(2,063)	(944)
Foreign exchange (gain) loss	537	168	(218)
Balance at the end of the period	<u>\$105,959</u>	<u>\$82,253</u>	<u>\$ 41,058</u>

Included in the unrecognized tax benefits at fiscal 2017 and 2016 is \$17.6 million and \$44.3 million, respectively that, if recognized, would result in a reduction of the Company's effective tax rate. The amounts differ from the long-term liability recorded of \$19.4 million and \$47.2 million as of fiscal 2017 and 2016 due to accrued interest and penalties. Certain components of the unrecognized tax benefits are recorded against deferred tax asset balances.

Management believes that events that could occur in the next 12 months and cause a change in unrecognized tax benefits include, but are not limited to, the following:

- commencement, continuation or completion of examinations of the Company's tax returns by the U.S. or foreign taxing authorities; and
- expiration of statutes of limitation on the Company's tax returns.

The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Uncertainties include, but are not limited to, the impact of legislative, regulatory and judicial developments, transfer pricing and the application of withholding taxes. Management regularly assesses the Company's tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. Management determined that an estimate of the range of reasonably possible change in the amounts of unrecognized tax benefits within the next 12 months cannot be made.

Classification of Interests and Penalties

The Company accrues interest and penalties on tax contingencies which are classified as "Provision for income taxes" in the Consolidated Statements of Operations. Accrued interest as of December 31, 2017 and January 1, 2017 was approximately \$1.8 million and \$2.8 million, respectively. Accrued penalties were not material for any of the periods presented.

Tax Years and Examination

The Company files tax returns in each jurisdiction in which it is registered to do business. In the United States and many of the state jurisdictions, and in many foreign countries in which the Company files tax returns, a statute of limitations period exists. After a statute of limitations period expires, the respective tax authorities

may no longer assess additional income tax for the expired period. Similarly, the Company is no longer eligible to file claims for refund for any tax that it may have overpaid. The following table summarizes the Company's major tax jurisdictions and the tax years that remain subject to examination by these jurisdictions as of December 31, 2017:

<u>Tax Jurisdictions</u>	<u>Tax Years</u>
United States	2010 and onward
California	2011 and onward
Switzerland	2007 and onward
Philippines	2012 and onward
France	2012 and onward
Italy	2011 and onward

Additionally, certain pre-2010 U.S. corporate tax return and pre-2011 California tax returns are not open for assessment but the tax authorities can adjust net operating loss and credit carryovers that were generated.

The Company is under tax examinations in various jurisdictions. The Company does not expect the examinations to result in a material assessment outside of existing reserves. If a material assessment in excess of current reserves results, the amount that the assessment exceeds current reserves will be a current period charge to earnings.

Note 14. COMMON STOCK

Common Stock

Voting Rights - Common Stock

All common stock holders are entitled to one vote per share on all matters submitted to be voted on by the Company's stockholders, subject to the preferences applicable to any preferred stock outstanding.

Dividends - Common Stock

All common stock holders are entitled to receive equal per share dividends when and if declared by the Board of Directors, subject to the preferences applicable to any preferred stock outstanding. Certain of the Company's debt agreements place restrictions on the Company and its subsidiaries' ability to pay cash dividends.

Shares Reserved for Future Issuance

The Company had shares of common stock reserved for future issuance as follows:

<u>(In thousands)</u>	<u>December 31, 2017</u>	<u>January 1, 2017</u>
Equity compensation plans	8,824	7,018

Note 15. NET INCOME (LOSS) PER SHARE

The Company calculates net income (loss) per share by dividing earnings allocated to common stockholders by the weighted average number of common shares outstanding for the period.

Diluted weighted average shares is computed using basic weighted average shares plus any potentially dilutive securities outstanding during the period using the treasury-stock-type method and the if-converted method, except when their effect is anti-dilutive. Potentially dilutive securities include stock options, restricted stock units, the Upfront Warrants held by Total, and the outstanding senior convertible debentures.

The following table presents the calculation of basic and diluted net loss per share:

<u>(In thousands, except per share amounts)</u>	<u>Fiscal Year</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Basic net loss per share:			
Numerator			
Net loss attributable to stockholders	<u>\$(851,163)</u>	<u>\$(471,064)</u>	<u>\$(187,019)</u>

(In thousands, except per share amounts)	Fiscal Year		
	2017	2016	2015
Denominator			
Basic weighted-average common shares	<u>139,370</u>	<u>137,985</u>	<u>134,884</u>
Basic net loss per share	<u>\$ (6.11)</u>	<u>\$ (3.41)</u>	<u>\$ (1.39)</u>
Diluted net loss per share:			
Numerator			
Net loss available to common stockholders	<u>\$(851,163)</u>	<u>\$(471,064)</u>	<u>\$(187,019)</u>
Denominator			
Dilutive weighted-average common shares	<u>139,370</u>	<u>137,985</u>	<u>134,884</u>
Diluted net loss per share	<u>\$ (6.11)</u>	<u>\$ (3.41)</u>	<u>\$ (1.39)</u>

The Upfront Warrants allow Total to acquire up to 9,531,677 shares of the Company’s common stock at an exercise price of \$7.8685. The warrants under the CSO2015, when such warrants were still outstanding, entitled holders to acquire up to 11.1 million shares of the Company’s common stock at an exercise price of \$24.00. During the second quarter of fiscal 2015, the Company entered into unwind agreements pursuant to which the Company issued common stock to settle all of the outstanding warrants relating to the CSO2015 (refer to “Note 12. Debt and Credit Sources” in our Annual Report on Form 10-K for the fiscal year ended January 3, 2016).

Holder of the Company’s 4.00% debentures due 2023, 0.875% debentures due 2021, and 0.75% debentures due 2018 can convert the debentures into shares of the Company’s common stock, at the applicable conversion rate, at any time on or before maturity. These debentures are included in the calculation of diluted net income per share if they were outstanding during the period presented and if their inclusion is dilutive under the if-converted method.

Holder of the Company’s 4.50% debentures due 2015 could, under certain circumstances at their option and before maturity, convert the debentures into cash, and not into shares of the Company’s common stock (or any other securities). Therefore, the 4.50% debentures due 2015 are excluded from the net income per share calculation. In March 2015, the 4.50% debentures due 2015 matured and were settled in cash.

The following is a summary of outstanding anti-dilutive potential common stock that was excluded from loss per diluted share in the following periods:

(In thousands)	Fiscal Year		
	2017 ¹	2016 ¹	2015 ¹
Stock options	—	141	151
Restricted stock units	3,917	4,997	3,152
Upfront Warrants (held by Total)	364	3,721	6,801
Warrants (under the CSO2015)	n/a	n/a	913
4.00% debentures due 2023	13,922	13,922	682
0.75% debentures due 2018	12,026	12,026	12,026
0.875% debentures due 2021	8,203	8,203	8,203

¹ As a result of the net loss per share for fiscal 2017, 2016 and 2015, the inclusion of all potentially dilutive stock options, restricted stock units, and common shares under noted warrants and convertible debt would be anti-dilutive. Therefore, those stock options, restricted stock units and shares were excluded from the computation of the weighted-average shares for diluted net loss per share for such periods.

Note 16. STOCK-BASED COMPENSATION

The following table summarizes the consolidated stock-based compensation expense by line item in the Consolidated Statements of Operations:

(In thousands)	Fiscal Year		
	2017	2016	2015
Cost of Residential revenue.....	\$ 1,875	\$ 5,464	\$ 4,764
Cost of Commercial revenue.....	2,102	4,235	2,676
Cost of Power Plant revenue.....	3,917	10,878	5,904
Research and development	5,357	11,075	9,938
Sales, general and administrative	<u>21,423</u>	<u>29,847</u>	<u>35,678</u>
Total stock-based compensation expense	<u>\$34,674</u>	<u>\$61,499</u>	<u>\$58,960</u>

The following table summarizes the consolidated stock-based compensation expense by type of award:

(In thousands)	Fiscal Year		
	2017	2016	2015
Restricted stock units.....	\$34,548	\$58,562	\$61,818
Change in stock-based compensation capitalized in inventory	<u>126</u>	<u>2,937</u>	<u>(2,858)</u>
Total stock-based compensation expense	<u>\$34,674</u>	<u>\$61,499</u>	<u>\$58,960</u>

As of December 31, 2017, the total unrecognized stock-based compensation related to outstanding restricted stock units was \$57.4 million, which the Company expects to recognize over a weighted-average period of 2.80 years.

Equity Incentive Programs*Stock-based Incentive Plans*

The Company has three stock incentive plans currently: (i) the Third Amended and Restated 2005 SunPower Corporation Stock Incentive Plan (“2005 Plan”); (ii) the PowerLight Corporation Common Stock Option and Common Stock Purchase Plan (“PowerLight Plan”); and (iii) the SunPower Corporation 2015 Omnibus Incentive Plan (“2015 Plan”). The PowerLight Plan, which was adopted by PowerLight’s Board of Directors in October 2000, was assumed by the Company by way of the acquisition of PowerLight in fiscal 2007. Under the terms of all plans, the Company may issue incentive or non-statutory stock options or stock purchase rights to directors, employees and consultants to purchase common stock. The 2005 Plan was adopted by the Company’s Board of Directors in August 2005, and was approved by shareholders in November 2005. The 2015 Plan, which subsequently replaced the 2005 Plan, was adopted by the Company’s Board of Directors in February 2015, and was approved by shareholders in June 2015. The 2015 Plan allows for the grant of options, as well as grant of stock appreciation rights, restricted stock grants, restricted stock units and other equity rights. The 2015 Plan also allows for tax withholding obligations related to stock option exercises or restricted stock awards to be satisfied through the retention of shares otherwise released upon vesting.

The 2015 Plan includes an automatic annual increase mechanism equal to the lower of three percent of the outstanding shares of all classes of the Company’s common stock measured on the last day of the immediately preceding fiscal year, 6.0 million shares, or such other number of shares as determined by the Company’s Board of Directors. In fiscal 2015, the Company’s Board of Directors voted to reduce the stock incentive plan’s automatic increase from 3% to 2% for 2016. Subsequent to the adoption of the 2015 Plan, no new awards are being granted under the 2005 Plan, or the PowerLight Plan. Outstanding awards granted under these plans continue to be governed by their respective terms. As of December 31, 2017, approximately 8.8 million shares were available for grant under the 2015 Plan.

Incentive stock options, nonstatutory stock options, and stock appreciation rights may be granted at no less than the fair value of the common stock on the date of grant. The options and rights become exercisable when and as determined by the Company’s Board of Directors, although these terms generally do not exceed ten years for stock options. Under the 2005 Plans, the options typically vest over five years with a one-year cliff and monthly vesting thereafter. Under the PowerLight Plan, the options typically vest over five years with yearly cliff

vesting. The Company has not granted stock options since fiscal 2008, and accordingly all outstanding options are fully vested. Under the 2005 and 2015 plans, the restricted stock grants and restricted stock units typically vest in equal installments annually over three or four years.

The majority of shares issued are net of the minimum statutory withholding requirements that the Company pays on behalf of its employees. During fiscal 2017, 2016, and 2015, the Company withheld 0.6 million, 1.0 million and 1.4 million shares, respectively, to satisfy the employees' tax obligations. The Company pays such withholding requirements in cash to the appropriate taxing authorities. Shares withheld are treated as common stock repurchases for accounting and disclosure purposes and reduce the number of shares outstanding upon vesting.

Restricted Stock and Stock Options

The following table summarizes the Company's non-vested restricted stock activities:

	Restricted Stock Units	
	Shares (in thousands)	Weighted-Average Grant Date Fair Value Per Share ¹
Outstanding as of December 28, 2014.....	6,555	18.88
Granted	2,695	29.77
Vested ²	(3,560)	15.31
Forfeited	<u>(627)</u>	22.99
Outstanding as of January 3, 2016.....	5,063	26.68
Granted	4,978	18.81
Vested ²	(2,837)	23.47
Forfeited	<u>(1,057)</u>	26.30
Outstanding as of January 1, 2017.....	6,147	21.85
Granted	4,863	6.76
Vested ²	(1,738)	25.87
Forfeited	<u>(1,979)</u>	18.15
Outstanding as of December 31, 2017.....	<u>7,293</u>	11.83

¹ The Company estimates the fair value of its restricted stock awards and units at its stock price on the grant date.

² Restricted stock awards and units vested include shares withheld on behalf of employees to satisfy the minimum statutory tax withholding requirements.

There were no options outstanding and exercisable as of December 31, 2017 and 322 options exercised in fiscal 2017. The intrinsic value of options exercised in fiscal 2017, 2016, and 2015 were \$1.7 thousand, zero, and \$1.0 million, respectively. There were no stock options granted in fiscal 2017, 2016, and 2015.

Note 17. SEGMENT AND GEOGRAPHICAL INFORMATION

The Company's Chief Executive Officer, as the CODM, has organized the Company, manages resource allocations and measures performance of the Company's activities among three end-customer segments: (i) Residential Segment, (ii) Commercial Segment and (iii) Power Plant Segment (see Note 1). The Residential and Commercial Segments combined are referred to as Distributed Generation.

The CODM assesses the performance of the three end-customer segments using information about their revenue, gross margin, and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") after certain adjustments, described below in further detail. Additionally, for purposes of calculating Adjusted EBITDA, the calculation includes equity in earnings of unconsolidated investees and net loss attributable to noncontrolling interests and redeemable noncontrolling interests and excludes cash interest expense, net of interest income, and depreciation. The CODM does not review asset information by segment.

Adjustments Made for Segment Purposes

8point3 Energy Partners

The Company includes adjustments related to the sales of projects contributed to 8point3 Energy Partners based on the difference between the fair market value of the consideration received and the net carrying value of the projects contributed, of which, a portion is deferred in proportion to the Company's retained equity interest in 8point3 Energy Partners. Under U.S. GAAP ("GAAP"), these sales are recognized under either real estate, lease, or consolidation accounting guidance depending upon the nature of the individual asset contributed, with outcomes ranging from no, partial, or full profit recognition.

Utility and power plant projects

The Company includes adjustments related to the revenue recognition of certain utility and power plant projects based on percentage-of-completion accounting and, when relevant, the allocation of segment revenue and margin to the Company's project development efforts at the time of initial project sale. Under GAAP, such projects are accounted for under real estate accounting guidance, under which no separate allocation to the Company's project development efforts occurs and the amount of revenue and margin that is recognized may be limited in circumstances where the Company has certain forms of continuing involvement in the project. Over the life of each project, cumulative revenue and gross margin will eventually be equivalent under both the GAAP and segment treatments; however, revenue and gross margin will generally be recognized earlier under the Company's segment treatment. Within each project, the relationship between the adjustments to revenue and gross margins is generally consistent. However, as the Company may have multiple utility and power plant projects in differing stages of progress at any given time, the relationship in the aggregate will occasionally appear otherwise.

Sale of operating lease assets

The Company includes adjustments related to the revenue recognition on the sale of certain solar assets subject to an operating lease (or of solar assets that are leased by or intended to be leased by the third-party purchaser to another party) based on the net proceeds received from the purchaser. Under GAAP, these sales are accounted for as borrowing transactions in accordance with lease accounting guidance. Under such guidance, revenue and profit recognition is based on rental payments made by the end lessee, and the net proceeds from the purchaser are recorded as a non-recourse borrowing liability, with imputed interest expense recorded on the liability. This treatment continues until the Company has transferred the substantial risks of ownership, as defined by lease accounting guidance, to the purchaser, at which point the sale is recognized.

Sale-leaseback transactions

The Company includes adjustments related to the revenue recognition on certain sale-leaseback transactions based on the net proceeds received from the buyer-lessor. Under GAAP, these transactions are accounted for under the financing method in accordance with real estate accounting guidance. Under such guidance, no revenue or profit is recognized at the inception of the transaction, and the net proceeds from the buyer-lessor are recorded as a financing liability. Imputed interest is recorded on the liability equal to the Company's incremental borrowing rate adjusted solely to prevent negative amortization.

Impairment of residential lease assets

In fiscal 2017, the Company made the decision to sell its interest in the residential lease portfolio and as a result of this triggering event, determined it was necessary to evaluate the potential for impairment in its ability to recover the carrying amount of the residential lease portfolio. In accordance with such evaluation, the Company recognized a non-cash impairment charge on its solar power systems leased and to be leased and an allowance for losses related financing receivables. Such asset impairment is excluded from the Company's segment results as it is non-cash in nature and not reflective of ongoing segment results.

Cost of above-market polysilicon

As described in Note 9, the Company has entered in previous years into multiple long-term, fixed-price supply agreements to purchase polysilicon for periods of up to ten years. The prices in some of these supply agreements, which include a cash portion and a non-cash portion attributable to the amortization of prepayments

made under the agreements, significantly exceed market prices. Additionally, in order to reduce inventory and improve working capital, the Company has periodically elected to sell polysilicon inventory in the marketplace at prices below the Company's purchase price, thereby incurring a loss. Starting in the first quarter of fiscal 2017, the Company has excluded the impact of its above-market cost of polysilicon, including the effect of above-market polysilicon on product costs, losses incurred on sales of polysilicon to third parties, and inventory reserves and project asset impairments recorded as a result of above-market polysilicon, from its segment results.

Stock-based compensation

The Company incurs stock-based compensation expense related primarily to the Company's equity incentive awards. The Company excludes this expense from its segment results.

Amortization of intangible assets

The Company incurs amortization expense on intangible assets as a result of acquisitions, which include patents, project assets, purchased technology, in-process research and development and trade names. The Company excludes this expense from its segment results.

Depreciation of idle equipment

In the fourth quarter of 2017, the Company changed the deployment plan for its next generation of solar cell technology, which made certain then temporarily idle equipment obsolete, and therefore, retired that affected equipment. Such asset depreciation is excluded from the Company's segment results as it is non-cash in nature and not reflective of ongoing segment results.

Non-cash interest expense

The Company incurs non-cash interest expense related to the amortization of items such as original issuance discounts on certain of its convertible debt. The Company excludes this expense from its segment results.

Restructuring expense

The Company incurs restructuring expense related to reorganization plans aimed towards realigning resources consistent with the Company's global strategy and improving its overall operating efficiency and cost structure. The Company excludes this expense from its segment results.

Goodwill impairment

In the third quarter of fiscal 2016, the Company performed an interim goodwill impairment evaluation due to market circumstances at the time, including a decline in the Company's stock price which resulted in the market capitalization of the Company being below its book value. The Company's preliminary calculation determined that the implied fair value of goodwill for all reporting units was zero and therefore recorded a goodwill impairment loss of \$147.4 million, which includes \$89.6 million of goodwill recognized in the third quarter of 2016 in connection with the Company's acquisition of the remaining 50% of AUOSP (see Notes 3 and 4). The Company excludes from its segment results the impairment of goodwill arising from business combinations prior to the acquisition of AUOSP. No adjustment was made for the impairment of the goodwill arising from the acquisition of AUOSP.

Arbitration ruling

On January 28, 2015, an arbitral tribunal of the International Court of Arbitration of the International Chamber of Commerce declared a binding partial award in the matter of an arbitration between First Philippine Electric Corporation ("FPEC") and First Philippine Solar Corporation ("FPSC") against SunPower Philippines Manufacturing, Ltd. ("SPML"), the Company's wholly-owned subsidiary. The tribunal found SPML in breach of its obligations under its supply agreement with FPSC, and in breach of its joint venture agreement with FPEC. The second partial and final awards dated July 14, 2015 and September 30, 2015, respectively, reduced the estimated amounts to be paid to FPEC, and on July 22, 2016, SPML entered into a settlement with FPEC and FPSC and paid a total of \$50.5 million in settlement of all claims between the parties. As a result, the Company recorded its best estimate of probable loss related to this matter at the time of the initial ruling and updated the estimate as circumstances warranted. The Company excludes these amounts from its segment results.

IPO-related costs

The Company incurred legal, accounting, advisory, valuation, and other costs related to the IPO of 8point3 Energy Partners, as well as modifications to or terminations of certain existing financing structures in preparation for the sale to the 8point3 Group. The Company excludes these costs from its segment results.

Other

The Company combines amounts previously disclosed under separate captions into “Other” when amounts do not have a significant impact on the presented fiscal periods.

Segment and Geographical Information

The following tables present information by end-customer segment including revenue, gross margin, and Adjusted EBITDA, each as reviewed by the CODM, as well as information about significant customers and revenue by geography, based on the destination of the shipments.

A reconciliation of the Company’s segment revenue and gross margin to its consolidated financial statements for the fiscal years ended December 31, 2017, January 1, 2017, and January 3, 2016 is as follows:

Revenue and Gross margin by segment (in thousands, except percentages):	Fiscal 2017								
	Revenue			Gross margin					
	Residential	Commercial	Power Plant	Residential	Commercial	Power Plant	Residential	Commercial	Power Plant
As reviewed by CODM	\$616,735	\$ 715,735	\$796,088	\$113,804	18.5%	\$ 69,542	9.7%	\$ 52,455	6.6%
8point3 Energy Partners	5,331	(4,471)	797	1,927		(2,796)		(381)	
Utility and power plant projects	—	(7,115)	21,367	—		(811)		(30,579)	
Sale-leaseback transactions	—	(242,217)	(30,437)	—		(31,767)		673	
Cost of above-market polysilicon	—	—	—	(31,507)		(49,184)		(86,215)	
Stock-based compensation	—	—	—	(1,875)		(2,102)		(3,917)	
Amortization of intangible assets	—	—	—	(3,783)		(3,202)		(3,221)	
Depreciation of idle equipment	—	—	—	(533)		(834)		(933)	
Non-cash interest expense	—	—	—	(8)		(9)		(15)	
GAAP	<u>\$622,066</u>	<u>\$ 461,932</u>	<u>\$787,815</u>	<u>\$ 78,025</u>	<u>12.5%</u>	<u>\$(21,163)</u>	<u>(4.6)%</u>	<u>\$(72,133)</u>	<u>(9.2)%</u>

Revenue and Gross margin by segment (in thousands, except percentages):	Fiscal 2016								
	Revenue			Gross margin					
	Residential	Commercial	Power Plant	Residential	Commercial	Power Plant	Residential	Commercial	Power Plant
As reviewed by CODM	\$708,687	\$520,818	\$1,473,355	\$161,795	22.8%	\$ 57,744	11.1%	\$172,247	11.7%
8point3 Energy Partners	5,248	(5,370)	(61,596)	1,657		(3,751)		(8,418)	
Utility and power plant projects	—	—	(9,443)	—		—		(10,274)	
Sale of operating lease assets	6,396	—	—	1,942		—		—	
Sale-leaseback transactions	—	(78,533)	—	—		(11,351)		—	
Cost of above-market polysilicon	—	—	—	(41,311)		(37,868)		(69,086)	
Stock-based compensation	—	—	—	(5,464)		(4,234)		(10,879)	
Amortization of intangible assets	—	—	—	(2,965)		(3,059)		(1,655)	
Non-cash interest expense	—	—	—	(227)		(199)		(530)	
Arbitration ruling	—	—	—	1,345		922		3,585	
GAAP	<u>\$720,331</u>	<u>\$436,915</u>	<u>\$1,402,316</u>	<u>\$116,772</u>	<u>16.2%</u>	<u>\$(1,796)</u>	<u>(0.4)%</u>	<u>\$ 74,990</u>	<u>5.3%</u>

Revenue and Gross margin by segment (in thousands, except percentages):	Fiscal 2015								
	Revenue			Gross margin					
	Residential	Commercial	Power Plant	Residential	Commercial	Power Plant	Residential	Commercial	Power Plant
As reviewed by CODM	\$647,213	\$ 392,866	\$1,572,571	\$170,961	26.4%	\$ 71,421	18.2%	\$ 481,119	30.6%
8point3 Energy Partners	2,754	(115,723)	(898,765)	1,148		(32,734)		(338,371)	
Utility and power plant projects	—	—	(17,996)	—		—		3,016	
Sale of operating lease assets	(6,447)	—	—	(2,000)		—		—	
Cost of above-market polysilicon	—	—	—	(30,951)		(19,351)		(48,198)	
Stock-based compensation	—	—	—	(4,764)		(2,676)		(5,903)	
Amortization of intangible assets	—	—	—	(728)		(451)		(1,155)	
Non-cash interest expense	—	—	—	(638)		(330)		(1,069)	
Arbitration ruling	—	—	—	2,084		1,697		2,678	
Other	—	—	—	(41)		(33)		(85)	
GAAP	<u>\$643,520</u>	<u>\$ 277,143</u>	<u>\$ 655,810</u>	<u>\$135,071</u>	<u>21.0%</u>	<u>\$ 17,543</u>	<u>6.3%</u>	<u>\$ 92,032</u>	<u>14.0%</u>

(In thousands):	Fiscal Year		
	2017	2016	2015
Adjusted EBITDA as reviewed by CODM			
Distributed Generation			
Residential	\$ 195,181	\$ 203,388	\$ 243,352
Commercial	72,480	65,964	56,789
Power Plant	<u>70,454</u>	<u>199,113</u>	<u>485,143</u>
Total Segment Adjusted EBITDA as reviewed by CODM	<u>\$ 338,115</u>	<u>\$ 468,465</u>	<u>\$ 785,284</u>
Reconciliation to Consolidated Statements of Loss			
8point3 Energy Partners	(11,924)	(54,379)	(408,780)
Utility and power plant projects	(31,390)	(10,274)	3,016
Sale of operating lease assets	—	1,889	(2,000)
Sale-leaseback transactions	(38,782)	(11,700)	—
Impairment of residential lease assets ¹	(473,709)	—	—
Cost of above-market polysilicon	(166,906)	(148,265)	(98,500)
Stock-based compensation	(34,674)	(61,498)	(58,960)
Amortization of intangible assets	(19,048)	(17,369)	(4,717)
Depreciation of idle equipment	(2,300)	—	—
Non-cash interest expense	(128)	(1,057)	(6,519)
Restructuring expense	(21,045)	(207,189)	(6,056)
Goodwill impairment	—	(57,765)	—
Arbitration ruling	—	5,852	6,459
IPO-related costs	82	304	(28,033)
Other	—	31	(162)
Equity in earnings of unconsolidated investees	(20,211)	(28,069)	(9,569)
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	(241,747)	(72,780)	(112,417)
Cash interest expense, net of interest income	(79,965)	(57,734)	(37,643)
Depreciation	(164,970)	(156,464)	(133,456)
Corporate and unallocated items	<u>(148,462)</u>	<u>(156,593)</u>	<u>(130,258)</u>
Loss before taxes and equity in earnings of unconsolidated investees . .	<u>\$(1,117,064)</u>	<u>\$(564,595)</u>	<u>\$(242,311)</u>

¹ The Company recorded in aggregate an impairment of residential leased assets of \$624.3 million. As a result of the partnership flip structures with noncontrolling interests where these assets are held in, the Company allocated a portion of the impairment charge to the noncontrolling interest using the HLBV method which resulted in loss of \$150.6 million attributable to noncontrolling interest. The net impairment charges attributable to the Company totaled \$473.7 million for the year ended December 31, 2017.

(As a percentage of total revenue):		Fiscal Year		
		2017	2016	2015
Significant Customers:	Business Segment			
Actis GP LLP	Power Plant	13%	n/a	n/a
8point3 Energy Partners	Power Plant	*	10%	n/a
Southern Renewable Partnerships, LLC	Power Plant	*	15%	n/a
MidAmerican Energy Holdings Company	Power Plant	n/a	*	14%

* denotes less than 10% during the period

(As a percentage of total revenue):	Fiscal Year		
	2017	2016	2015
Revenue by geography:			
United States	80%	85%	69%
Japan	6%	6%	12%
Rest of World	14%	9%	19%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

Note 18. SUBSEQUENT EVENTS

On January 23, 2018, President Trump issued Proclamation 9693, which approved recommendations to provide relief to U.S. manufacturers and impose safeguard tariffs on imported solar cells and modules, based on the investigations, findings, and recommendations of the International Trade Commission. Modules will be subject to a four-year tariff at a rate of 30% in the first year, declining 5% in each of the three subsequent years, to a final tariff rate of 15% in 2021. Cells will be subject to a tariff-rate quota, under which the first 2.5 GW of cell imports each year will be exempt from tariffs; and cells imported after the 2.5 GW quota has been reached will be subject to the same 30% tariff as modules. It is uncertain how the quota will be allocated and administered, and further guidance is pending from the International Trade Commission. Tariffs went into effect on February 7, 2018.

On February 5, 2018, First Solar and SunPower (the “Sponsors”) announced that 8point3 Energy Partners has entered into an Agreement and Plan of Merger and Purchase Agreement (the “Merger Agreement”) with Capital Dynamics, pursuant to which Capital Dynamics will acquire the 8point3 Group (the “Proposed Transactions”). Pursuant to the Proposed Transactions, the Partnership’s Class A shareholders and the Sponsors, as holders of common and subordinated units in OpCo, will receive \$12.35 per share or per unit in cash, plus a preset daily amount representing cash expected to be generated from December 1, 2017 through closing less any distributions received after the execution of the Merger Agreement. The Proposed Transactions were unanimously approved by the Conflicts Committee of the Board of Directors of 8point3 and approved by the Board of Directors of the General Partner as well as the Boards of Directors of First Solar and SunPower. The Sponsors, which are the indirect owners of the General Partner and approximately 64.5% of OpCo’s outstanding units, have executed an agreement to vote in support of the Proposed Transactions. The Proposed Transactions is expected to close in second fiscal quarter or third fiscal quarter of 2018.

SELECTED UNAUDITED QUARTERLY FINANCIAL DATA

Consolidated Statements of Operations:

(In thousands, except per share data)	Three Months Ended							
	December 31, 2017	October 1, 2017	July 2, 2017	April 2, 2017	January 1, 2017	October 2, 2016	July 3, 2016	April 3, 2016
Revenue	\$ 658,100	\$477,191	\$ 337,446	\$ 399,076	\$1,024,889	\$729,346	\$420,452	\$ 384,875
Gross margin	\$ (15,232)	\$ 15,658	\$ 15,235	\$ (30,932)	\$ (32,073)	\$129,208	\$ 41,294	\$ 51,537
Net income (loss)	\$(749,592)	\$(78,856)	\$(112,822)	\$(151,640)	\$ (294,339)	\$ (55,907)	\$ (92,181)	\$(101,417)
Net income (loss) attributable to stockholders	\$(568,677)	\$(54,247)	\$ (93,760)	\$(134,479)	\$ (275,118)	\$ (40,545)	\$ (69,992)	\$ (85,409)
Net income (loss) per share attributable to stockholders:								
Basic	\$ (4.07)	\$ (0.39)	\$ (0.67)	\$ (0.97)	\$ (1.99)	\$ (0.29)	\$ (0.51)	\$ (0.62)
Diluted	\$ (4.07)	\$ (0.39)	\$ (0.67)	\$ (0.97)	\$ (1.99)	\$ (0.29)	\$ (0.51)	\$ (0.62)

ITEM 9: *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES*

None.

ITEM 9A: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management is required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure control and procedure also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2017 at a reasonable assurance level.

Management’s Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Management conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria described in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (“COSO”). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2017 based on the criteria described in Internal Control-Integrated Framework issued by COSO. Management reviewed the results of its assessment with our Audit Committee.

The effectiveness of the Company’s internal control over financial reporting as of December 31, 2017 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B: OTHER INFORMATION

None.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

Information appearing under this Item is incorporated herein by reference to our proxy statement for the 2018 annual meeting of stockholders.

We have adopted a code of ethics, entitled Code of Business Conduct and Ethics, that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, and principal accounting officer. We have made it available, free of charge, on our website at www.sunpower.com, and if we amend it or grant any waiver under it that applies to our principal executive officer, principal financial officer, or principal accounting officer, we will promptly post that amendment or waiver on our website as well.

ITEM 11: *EXECUTIVE COMPENSATION*

Information appearing under this Item is incorporated herein by reference to our proxy statement for the 2018 annual meeting of stockholders.

ITEM 12: *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

Information appearing under this Item is incorporated herein by reference to our proxy statement for the 2018 annual meeting of stockholders.

ITEM 13: *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

Information appearing under this Item is incorporated herein by reference to our proxy statement for the 2018 annual meeting of stockholders.

ITEM 14: *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

Information appearing under this Item is incorporated herein by reference to our proxy statement for the 2018 annual meeting of stockholders.

PART IV

ITEM 15: EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as a part of this Annual Report on Form 10-K:

1. *Financial Statements:*

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Reports of Ernst & Young LLP, Independent Registered Public Accounting Firm	98
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2. *Financial Statement Schedule:*

All financial statement schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements or Notes to Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K.

3. Exhibits:

EXHIBIT INDEX

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of SunPower Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2011).
3.2	Amended and Restated By-Laws of SunPower Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 11, 2017).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012).
4.2	Amended and Restated Rights Agreement, dated November 16, 2011, by and between SunPower Corporation and Computershare Trust Company, N.A., as Rights Agent, including the form of Certificate of Designation of Series A Junior Participating Preferred Stock, the forms of Right Certificates, and the Summary of Rights attached thereto as Exhibits A, B, and C, respectively (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 16, 2011).
4.3	Certificate of Designation of Series A Junior Participating Preferred Stock of SunPower Corporation (incorporated by reference to Exhibit 4.6 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2011).
4.4	Amendment No. 1, dated May 10, 2012, to the Amended and Restated Rights Agreement, dated as of November 16, 2011, by and between the SunPower Corporation and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 10, 2012).
4.5	Indenture, dated as of May 29, 2013, by and between SunPower Corporation and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 29, 2013).
4.6	Indenture, dated as of December 15, 2015 by and between SunPower Corporation and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 16, 2015).
4.7	Indenture, dated as of June 11, 2014 by and between SunPower Corporation and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 11, 2014).
10.1	Credit Support Agreement, dated April 28, 2011, between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 99.5 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2011).
10.2	Amended and Restated Credit Support Agreement, dated June 29, 2016, between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 10.62 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).
10.3	Continuing Agreement for Standby Letters of Credit and Demand Guarantees, dated June 29, 2016 by and among the Company, Deutsche Bank AG New York Branch, and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 10.63 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).

Exhibit Number	Description
10.4	Letter of Credit Facility Agreement, dated June 29, 2016, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., the Subsidiary Applicants party thereto, and The Bank of Tokyo-Mitsubishi UFJ, Ltd. (incorporated by reference to Exhibit 10.64 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).
10.5	Letter of Credit Facility Agreement, dated June 29, 2016, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., the Subsidiary Applicants party thereto, and Credit Agricole Corporate and Investment Bank (incorporated by reference to Exhibit 10.65 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).
10.6	Letter of Credit Facility Agreement, dated June 29, 2016, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., the Subsidiary Applicants party thereto, and HSBC Bank USA, National Association (incorporated by reference to Exhibit 10.66 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).
10.7	Transfer Agreement, dated June 29, 2016, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., Deutsche Bank AG New York Branch as administrative agent, and the Banks party thereto (incorporated by reference to Exhibit 10.67 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2016).
10.8	Amendment to Credit Support Agreement, dated June 7, 2011, between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 7, 2011).
10.9	Second Amendment to Credit Support Agreement, dated December 12, 2011, by and between Total S.A. and SunPower Corporation (incorporated by reference to Exhibit 10.3 of Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 23, 2011).
10.10	Third Amendment to Credit Support Agreement, dated December 14, 2012, by and between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 10.34 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2013)
10.11	Affiliation Agreement, dated April 28, 2011, between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 99.6 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2011).
10.12	Amendment to Affiliation Agreement, dated June 7, 2011, between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 7, 2011).
10.13	Second Amendment to Affiliation Agreement, dated December 23, 2011, by and between Total G&P and SunPower Corporation (incorporated by reference to Exhibit 10.4 of Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 23, 2011).
10.14	Amendment No. 3 to Affiliation Agreement, dated February 28, 2012, by and between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 10.91 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012).
10.15	Amendment No. 4 to Affiliation Agreement, dated August 10, 2012, by and between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2012).
10.16	Affiliation Agreement Guaranty, dated April 28, 2011, between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 99.7 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2011).

Exhibit Number	Description
10.17	Research & Collaboration Agreement, dated April 28, 2011, between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 99.8 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2011).
10.18	Amendment to Research & Collaboration Agreement, dated June 7, 2011, between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 10.3 of Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 7, 2011).
10.19	Registration Rights Agreement, dated April 28, 2011, between SunPower Corporation and Total Gas & Power USA, SAS (incorporated by reference to Exhibit 99.9 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2011).
10.20 [^]	SunPower Corporation 2005 Stock Unit Plan (incorporated by reference to Exhibit 10.28 to the Registrant's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on October 31, 2005).
10.21 [^]	Third Amended and Restated SunPower Corporation 2005 Stock Incentive Plan and forms of agreements there-under (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 17, 2011).
10.22 [^]	SunPower Corporation 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-205207), filed with the Securities and Exchange Commission on June 25, 2015).
10.23 [^]	Forms of agreements under SunPower Corporation 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.60 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 6, 2016).
10.24 [^]	PowerLight Corporation Common Stock Option and Common Stock Purchase Plan (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on January 25, 2007).
10.25 [^]	Form of PowerLight Corporation Incentive/Non-Qualified Stock Option, Market Standoff and Stock Restriction Agreement (Employees) (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on January 25, 2007).
10.26 [^]	Outside Director Compensation Policy, as amended on July 22, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015).
10.27 [^]	Form of Employment Agreement for Executive Officers (incorporated by reference to Exhibit 10.47 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 18, 2014).
10.28 [^]	SunPower Corporation Annual Executive Bonus Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 30, 2014).
10.29 [^]	SunPower Corporation Executive Semi-Annual Bonus Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 30, 2014).
10.30 [^]	Form of Indemnification Agreement for Directors and Officers (incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 19, 2016).
10.31 [^]	2016 Management Career Transition Plan, dated August 10, 2015 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015).

Exhibit Number	Description
10.32†	Mortgage Loan Agreement, dated May 6, 2010, by and among SunPower Philippines Manufacturing Ltd., SPML Land, Inc. and International Finance Corporation (incorporated by reference to Exhibit 10.13 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 13, 2010).
10.33	Guarantee Agreement, dated May 6, 2010, by and between SunPower Corporation and International Finance Corporation (incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 13, 2010).
10.34	Amendment No. 1 to Loan Agreement, dated November 2, 2010, by and between SunPower Philippines Manufacturing Ltd. and International Finance Corporation (incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2011).
10.35	Mortgage Supplement No. 1, dated November 3, 2010, by and between SunPower Philippines Manufacturing Ltd., SPML Land, Inc. and International Finance Corporation (incorporated by reference to Exhibit 10.63 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2013).
10.36	Mortgage Supplement No. 2, dated October 9, 2012, by and between SunPower Philippines Manufacturing Ltd., SPML Land, Inc. and International Finance Corporation (incorporated by reference to Exhibit 10.64 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2013).
10.37	Mortgage Supplement No. 3, dated February 7, 2013, by and between SunPower Philippines Manufacturing Ltd., SPML Land, Inc. and International Finance Corporation (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2013).
10.38	Loan Agreement, dated December 1, 2010, by and among California Enterprise Development Authority and SunPower Corporation, relating to \$30,000,000 California Enterprise Development Authority Tax Exempt Recovery Zone Facility Revenue Bonds (SunPower Corporation - Headquarters Project) Series 2010 (incorporated by reference to Exhibit 10.50 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2011).
10.39	First Supplement to Loan Agreement, dated June 1, 2011, by and between California Enterprise Development Authority and SunPower Corporation, relating to \$30,000,000 California Enterprise Development Authority Tax Exempt Recovery Zone Facility Revenue Bonds (SunPower Corporation - Headquarters Project) Series 2010 (incorporated by reference to Exhibit 10.16 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2011).
10.40†	Letter of Credit Facility Agreement, dated August 9, 2011, by and among SunPower Corporation, Total S.A., the Subsidiary Applicants party thereto, the Banks party thereto, and Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 10, 2011).
10.41†	First Amendment to Letter of Credit Facility Agreement, dated December 20, 2011, by and among SunPower Corporation, Total S.A., the Subsidiary Applicants party thereto, the Banks party thereto, and Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.65 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012).
10.42	Second Amendment to Letter of Credit Facility Agreement, dated December 19, 2012, by and among SunPower Corporation, Total S.A., the Subsidiary Applicants party thereto, the Banks party thereto, and Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.69 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2013).

Exhibit Number	Description
10.43	Third Amendment to Letter of Credit Facility Agreement, dated December 20, 2013, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.61 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 18, 2014).
10.44	Fourth Amendment to Letter of Credit Facility Agreement, dated December 23, 2014, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.66 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 24, 2015).
10.45	Fifth Amendment to Letter of Credit Facility Agreement, dated October 7, 2015, by and among SunPower Corporation, SunPower Corporation, Systems, Total S.A., Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015).
10.46	Continuing Agreement for Standby Letters of Credit and Demand Guarantees, dated September 27, 2011, by and among SunPower Corporation, Deutsche Bank Trust Company Americas, and Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 10, 2011).
10.47	Security Agreement, dated September 27, 2011, by and among SunPower Corporation, Deutsche Bank Trust Company Americas, and Deutsche Bank AG New York Branch (incorporated by reference to Exhibit 10.11 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 10, 2011).
10.48	Revolving Credit Agreement, dated July 3, 2013, by and among SunPower Corporation and Credit Agricole Corporate and Investment Bank, and the financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 31, 2013).
10.49	First Amendment to Revolving Credit Agreement, dated August 26, 2014, by and among SunPower Corporation, its subsidiaries, SunPower Corporation, Systems; SunPower North America LLC; and SunPower Capital, LLC, and Credit Agricole Corporate and Investment Bank and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 28, 2014).
10.50	Second Amendment to Revolving Credit Agreement, dated February 17, 2016, by and among SunPower Corporation, its subsidiaries, SunPower Corporation, Systems; SunPower North America LLC; and SunPower Capital, LLC, and Credit Agricole Corporate and Investment Bank and the other lenders party thereto (incorporated by reference to Exhibit 10.57 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 6, 2016).
10.51	Third Amendment to Revolving Credit Agreement, dated March 18, 2016, by and among SunPower Corporation, its subsidiaries, SunPower Corporation, Systems; SunPower North America LLC; and SunPower Capital, LLC, and Credit Agricole Corporate and Investment Bank and the other lenders party thereto (incorporated by reference to Exhibit 10.58 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 6, 2016).
10.52†	Security Agreement, dated January 31, 2014, by and among SunPower Corporation, SunPower Corporation, Systems, SunPower North America, LLC, SunPower Capital, LLC, and Credit Agricole Corporate and Investment Bank (incorporated by reference to Exhibit 10.91 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 18, 2014).
10.53	First Amendment to Security Agreement, dated February 17, 2016, by and among SunPower Corporation, SunPower Corporation, Systems, SunPower North America, LLC, SunPower Capital, LLC, and Crédit Agricole Corporate and Investment Bank (incorporated by reference to Exhibit 10.59 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 6, 2016).

Exhibit Number	Description
10.54	Joint Venture Agreement, dated May 27, 2010, by and among SunPower Technology, Ltd., AU Optronics Singapore Pte. Ltd., AU Optronics Corporation and AUO SunPower Sdn. Bhd. (formerly known as SunPower Malaysia Manufacturing Sdn. Bhd.) (incorporated by reference to Exhibit 10.15 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 13, 2010).
10.55	Amendment No. 1 to Joint Venture Agreement, dated June 29, 2010, by and among SunPower Technology, Ltd., AU Optronics Singapore Pte. Ltd., AU Optronics Corporation and AUO SunPower Sdn. Bhd. (formerly known as SunPower Malaysia Manufacturing Sdn. Bhd.) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2010).
10.56	Amendment No. 2 to Joint Venture Agreement, dated July 5, 2010, by and among SunPower Technology, Ltd., AU Optronics Singapore Pte. Ltd., AU Optronics Corporation and AUO SunPower Sdn. Bhd. (formerly known as SunPower Malaysia Manufacturing Sdn. Bhd.) (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2010).
10.57	Amendment No. 3 to Joint Venture Agreement, dated March 3, 2014, by and among SunPower Technology, Ltd., AU Optronics Singapore Pte. Ltd., AU Optronics Corporation and AUO SunPower Sdn. Bhd. (formerly known as SunPower Malaysia Manufacturing Sdn. Bhd.) (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 30, 2014).
10.58†	Supply Agreement, dated July 5, 2010, by and among AUO SunPower Sdn. Bhd. (formerly known as SunPower Malaysia Manufacturing Sdn. Bhd.), SunPower Systems, Sarl and AU Optronics Singapore Pte. Ltd. (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2010).
10.59	License and Technology Agreement, dated July 5, 2010, by and among SunPower Technology, Ltd., AU Optronics Singapore Pte. Ltd. and AUO SunPower Sdn. Bhd. (formerly known as SunPower Malaysia Manufacturing Sdn. Bhd.) (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2010).
10.60	Compensation and Funding Agreement, dated February 28, 2012, by and between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 10.90 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012).
10.61	Amendment No. 1 to Compensation and Funding Agreement, dated August 10, 2012, by and between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2012).
10.62	Warrant to Purchase Common Stock, dated February 28, 2012, issued to Total Gas & Power USA, SAS (incorporated by reference to Exhibit 10.92 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012).
10.63†	Amended and Restated Limited Liability Company Agreement of 8point3 Holding Company, LLC, dated as of June 24, 2015, by and between SunPower YC Holdings, LLC and First Solar 8point3 Holdings, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-Q filed with the Securities and Exchange Commission on July 29, 2015).
10.64	Amended and Restated Limited Liability Company Agreement of 8point3 Operating Company, LLC, dated as of June 24, 2015, by and between 8point3 Energy Partners LP, SunPower YC Holdings, LLC, First Solar 8point3 Holdings, LLC, Maryland Solar Holdings, Inc. and 8point3 Holdings, LL (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-Q filed with the Securities and Exchange Commission on July 29, 2015).
10.65	Master Formation Agreement, dated as of March 10, 2015, by and between First Solar, Inc. and SunPower Corporation (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2015).

Exhibit Number	Description
10.66	Credit Agreement, dated May 4, 2016, by and among SunPower Revolver HoldCo I, LLC, Mizuho Bank, Ltd., Mizuho Bank (USA), Mizuho Bank, Ltd., Goldman Sachs Bank USA, and the Lenders party thereto (incorporated by reference to Exhibit 10.61 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).
10.67	First Amendment to Credit Agreement, dated June 30, 2016, by and among SunPower Revolver HoldCo I, LLC, Mizuho Bank, Ltd., Mizuho Bank (USA), Mizuho Bank, Ltd., Goldman Sachs Bank USA, and the Lenders party thereto (incorporated by reference to Exhibit 10.68 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016).
10.68	Third Amendment to Credit Agreement, dated as of October 27, 2017, by and among SunPower Revolver HoldCo I, LLC, Mizuho Bank, Ltd., Mizuho Bank (USA), Mizuho Bank, Ltd., Goldman Sachs Bank USA, and the Lenders party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 2, 2017).
10.69	Letter Agreement, dated May 8, 2017, by and between SunPower Corporation and Total S.A. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2017).
10.70	Amended and Restated Revolving Credit Agreement, dated June 23, 2017, by and among SunPower Corporation, its subsidiaries, SunPower Corporation, Systems, SunPower North America LLC, and SunPower Capital, LLC, and Credit Agricole Corporate and Investment Bank and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 2, 2017).
21.1*	List of Subsidiaries.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney.
31.1*	Certification by Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a).
31.2*	Certification by Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a).
32.1**	Certification Furnished Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*+	XBRL Instance Document.
101.SCH*+	XBRL Taxonomy Schema Document.
101.CAL*+	XBRL Taxonomy Calculation Linkbase Document.
101.LAB*+	XBRL Taxonomy Label Linkbase Document.
101.PRE*+	XBRL Taxonomy Presentation Linkbase Document.
101.DEF*+	XBRL Taxonomy Definition Linkbase Document.

Exhibits marked with a carrot (^) are director and officer compensatory arrangements.

Exhibits marked with an asterisk (*) are filed herewith.

Exhibits marked with two asterisks (**) are furnished and not filed herewith.

Exhibits marked with an extended cross (†) are subject to a request for confidential treatment filed with the Securities and Exchange Commission.

Exhibits marked with a cross (+) are XBRL (Extensible Business Reporting Language) information furnished and not filed herewith, are not a part of a registration statement or Prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise are not subject to liability under these sections.

Index to Exhibits

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SUNPOWER®

NOTICE OF THE 2018 ANNUAL MEETING OF STOCKHOLDERS

TO ALL SUNPOWER STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of SunPower Corporation, a Delaware corporation (“SunPower”), will be held on:

Date: Thursday, May 17, 2018

Time: 9:00 a.m. Pacific Time

Place: Online at www.virtualshareholdermeeting.com/SPWR2018

Virtual Meeting Admission: This year’s Annual Meeting will be a virtual meeting of stockholders, conducted via a live webcast. You will be able to attend the Annual Meeting online, vote your shares electronically and submit questions during the meeting by visiting www.virtualshareholdermeeting.com/SPWR2018. Have your Notice of Internet Availability of Proxy Materials or proxy card in hand when you access the website and then follow the instructions. To participate in the meeting, you will need the 16-digit control number included on the Notice of Internet Availability of Proxy Materials or proxy card. Online check-in will begin at 8:30 a.m. Pacific Time, and you should allow ample time for the online check-in procedures.

- Items of Business:
1. The re-election of three directors to serve as Class I directors on our board of directors (the “Board”);
 2. The approval, in an advisory vote, of our named executive officer compensation;
 3. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2018; and
 4. The transaction of such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice of the Annual Meeting. On or about April 6, 2018, we began mailing to certain stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our 2017 Annual Report, via the Internet. Stockholders who did not receive the Notice of Internet Availability of Proxy Materials will receive a paper copy of this notice of the Annual Meeting, the proxy statement, our 2017 Annual Report and the form of proxy.

All stockholders are cordially invited to attend the Annual Meeting. Only stockholders of record at the close of business on March 21, 2018 (the “Record Date”) are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting. Any registered stockholder in attendance at the Annual Meeting and entitled to vote may do so during the meeting even if such stockholder returned a proxy.

San Jose, California
April 6, 2018

FOR THE BOARD OF DIRECTORS



Kenneth Mahaffey
Corporate Secretary

IMPORTANT: WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE AND SIGN THE PROXY CARD AND MAIL IT PROMPTLY, OR YOU MAY VOTE BY TELEPHONE OR VIA THE INTERNET BY FOLLOWING THE DIRECTIONS ON THE PROXY CARD. ANY ONE OF THESE METHODS WILL ENSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. NO POSTAGE NEED BE AFFIXED TO THE COMPANY-PROVIDED PROXY CARD ENVELOPE IF MAILED IN THE UNITED STATES.

**PROXY STATEMENT FOR
2018 ANNUAL MEETING OF STOCKHOLDERS**

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SUNPOWER CORPORATION
77 Rio Robles
San Jose, California 95134

PROXY STATEMENT FOR
2018 ANNUAL MEETING OF STOCKHOLDERS

INFORMATION CONCERNING SOLICITATION AND VOTING

General

The Board of Directors (the “Board”) of SunPower Corporation, a Delaware corporation, is furnishing this proxy statement and proxy card to you in connection with its solicitation of proxies to be used at SunPower Corporation’s Annual Meeting of Stockholders to be held on May 17, 2018 at 9:00 a.m. Pacific Time (the “Meeting Date”), or at any adjournment(s), continuation(s) or postponement(s) of the meeting (the “Annual Meeting”).

This year’s Annual Meeting will be a virtual meeting of stockholders, conducted via a live webcast. You will be able to attend the Annual Meeting online, vote your shares electronically and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/SPWR2018. Have your Notice of Internet Availability of Proxy Materials or proxy card in hand when you access the website and then follow the instructions. To participate in the meeting, you will need the 16-digit control number included on the Notice of Internet Availability of Proxy Materials or proxy card.

Online check-in will begin at 8:30 a.m. Pacific Time on the Meeting Date, and you should allow ample time for the online check-in procedures. We will have technicians ready to assist you should you have any technical difficulties accessing the virtual meeting.

We use a number of abbreviations in this proxy statement. We refer to SunPower Corporation as “SunPower,” “the Company,” or “we,” “us” or “our.” The term “proxy solicitation materials” includes this proxy statement, the notice of the Annual Meeting, and the proxy card. References to “fiscal 2017” mean our 2017 fiscal year, which began on January 2, 2017 and ended on December 31, 2017, while references to “fiscal 2016” mean our 2016 fiscal year, which began on January 4, 2016 and ended on January 1, 2017.

Our principal executive offices are located at 77 Rio Robles, San Jose, California 95134, and our telephone number is (408) 240-5500.

Important Notice Regarding the Availability of Proxy Materials

We have elected to comply with the Securities and Exchange Commission (the “SEC”) “Notice and Access” rules, which allow us to make our proxy solicitation materials available to our stockholders over the Internet. Under these rules, on or about April 6, 2018, we started mailing to certain of our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”). The Notice of Internet Availability contains instructions on how our stockholders can both access the proxy solicitation materials and our 2017 Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (the “2017 Annual Report”) online and vote online. By sending the Notice of Internet Availability instead of paper copies of the proxy materials, we expect to lower the costs and reduce the environmental impact of our Annual Meeting.

Our proxy solicitation materials and our 2017 Annual Report are available at www.proxyvote.com.

Stockholders receiving the Notice of Internet Availability may request a paper or electronic copy of our proxy solicitation materials by following the instructions set forth on the Notice of Internet Availability. Stockholders who did not receive the Notice of Internet Availability will continue to receive a paper or electronic copy of our proxy solicitation materials, which were first mailed to stockholders and made public on or about April 6, 2018.

Delivery of Voting Materials

If you would like to further reduce our environmental impact and costs in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions provided for voting via www.proxyvote.com and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

To reduce the environmental waste and expense of delivering duplicate materials to our stockholders, we are taking advantage of householding rules that permit us to deliver only one set of proxy solicitation materials and our 2017 Annual Report, or one copy of the Notice of Internet Availability, to stockholders who share the same address, unless otherwise requested. Each stockholder retains a separate right to vote on all matters presented at the Annual Meeting.

If you share an address with another stockholder and have received only one set of materials, you may write or call us to request a separate copy of these materials at no cost to you. For future annual meetings, you may request separate materials or request that we only send one set of materials to you if you are receiving multiple copies by writing to us at SunPower Corporation, 77 Rio Robles, San Jose, California 95134, Attention: Corporate Secretary, or calling us at (408) 240-5500.

A copy of our 2017 Annual Report has been furnished with this proxy statement to each stockholder. A stockholder may also request a copy of our 2017 Annual Report by writing to our Corporate Secretary at 77 Rio Robles, San Jose, California 95134. Upon receipt of such request, we will provide a copy of our 2017 Annual Report without charge, including the financial statements required to be filed with the SEC pursuant to Rule 13a-1 of the Securities Exchange Act of 1934 (the "Exchange Act") for our fiscal 2017. Our 2017 Annual Report is also available on our website at <http://investors.sunpower.com/sec.cfm>.

Record Date and Shares Outstanding

Stockholders who owned shares of our common stock, par value \$0.001 per share, at the close of business on March 21, 2018, which we refer to as the Record Date, are entitled to notice of, and to vote at, the Annual Meeting. On the Record Date, we had 140,847,345 shares of common stock outstanding. For more information about beneficial ownership of our issued and outstanding common stock, please see "*Security Ownership of Management and Certain Beneficial Owners.*"

Board Recommendations

Our Board recommends that you vote:

- "FOR" Proposal One: re-election of each of the nominated Class I directors;
- "FOR" Proposal Two: the approval, on an advisory basis, of the compensation of our named executive officers; and
- "FOR" Proposal Three: the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2018.

Voting

Each holder of shares of common stock is entitled to one vote for each share of common stock held as of the Record Date. Cumulating votes is not permitted under our By-laws.

Many of our stockholders hold their shares through a stockbroker, bank or other nominee, rather than directly in his or her own name. As summarized below, there are distinctions between shares held of record and those beneficially owned.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company N.A., you are considered, with respect to those shares, the stockholder of record and these proxy solicitation materials are being furnished to you directly by us.

Beneficial Owner. If your shares are held in a stock brokerage account, or by a bank or other nominee (also known as shares registered in "street name"), you are considered the beneficial owner of such shares held in street name, and these proxy solicitation materials are being furnished to you by your broker, bank or other nominee, who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote your shares, or to vote your shares during the Annual Meeting.

How to Vote. If you hold shares directly as a stockholder of record, you can vote in one of the following four ways:

- (1) Vote via the Internet before the Meeting Date. Go to www.proxyvote.com to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 16, 2018. Have your Notice of Internet Availability or proxy card in hand when you access the website and then follow the instructions.
- (2) Vote by Telephone at 1-800-690-6903 before the Meeting Date. Use a touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on May 16, 2018. Have your Notice of Internet Availability or proxy card in hand when you call and then follow the instructions. This number is toll free in the United States and Canada.
- (3) Vote by Mail before the Meeting Date. Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided, or return the proxy card to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.
- (4) Vote via the Internet during the Annual Meeting. You may attend the Annual Meeting on May 17, 2018 at 9:00 a.m. Pacific Time via the Internet at www.virtualshareholdermeeting.com/SPWR2018 and vote during the Annual Meeting. Have your Notice of Internet Availability or proxy card in hand when you access the website and then follow the instructions.

If you hold shares beneficially in street name, you may submit your voting instructions in the manner prescribed by your broker, bank or other nominee by following the instructions provided by your broker, bank or other nominee, or you may vote your shares during the Annual Meeting.

Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance as described in options (1), (2), and (3) above so that your vote will be counted if you later decide not to attend the Annual Meeting.

Quorum. A quorum, which is the holders of at least a majority of shares of our stock issued and outstanding and entitled to vote as of the Record Date, is required to be present in person or by proxy at the Annual Meeting in order to hold the Annual Meeting and to conduct business. Your shares will be counted as being present at the Annual Meeting if you attend the Annual Meeting (and are the stockholder of record for your shares), if you vote your shares by telephone or over the Internet, or if you submit a properly executed proxy card. Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum. Votes against a particular proposal will also be counted both to determine the presence or absence of a quorum and to determine whether the requisite number of voting shares has been obtained.

Explanation of Broker Non-Votes and Abstentions. A “broker non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. The rules of The New York Stock Exchange (which also apply to companies listed on The NASDAQ Global Select Market) prohibit brokers from voting in their discretion on any non-routine proposals without instructions from the beneficial owners. If you do not instruct your broker how to vote on a non-routine proposal, your broker will not vote for you. Abstentions are deemed to be entitled to vote for purposes of determining whether stockholder approval of that matter has been obtained, and they would be included in the tabulation of voting results as votes against the proposal.

Votes Required/Treatment of Broker Non-Votes and Abstentions.

Proposal One—Re-election of Class I Directors. Election of a director requires the affirmative vote of the holders of a plurality of votes represented by the shares in attendance or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. The three persons receiving the greatest number of votes at the Annual Meeting shall be elected as Class I directors. Neither “broker non-votes” nor abstentions will affect the outcome of the voting on Proposal One.

Proposal Two—Advisory Vote on Named Executive Officer Compensation. The non-binding advisory vote on named executive officer compensation requires the affirmative vote of the holders of a majority of our stock having voting power and in attendance or represented by proxy at the Annual Meeting. “Broker non-votes” have no effect and will not be counted towards the vote total for this proposal. Abstentions will have the effect of votes against Proposal Two.

Proposal Three—Ratification of the Appointment of Independent Registered Public Accounting Firm for Fiscal Year 2018. Ratification of the appointment of our independent registered public accounting firm requires the affirmative vote of the holders of a majority of our stock having voting power and in attendance or represented by proxy at the Annual Meeting. “Broker non-votes” have no effect and will not be counted towards this proposal. We do not expect “broker non-votes” since brokers have discretionary authority to vote on this proposal. Abstentions will have the effect of votes against Proposal Three.

How Your Proxy Will Be Voted

If you complete and submit your proxy card or vote via the Internet or by telephone, the shares represented by your proxy will be voted at the Annual Meeting in accordance with your instructions. If you submit your proxy card by mail, but do not fill out the voting instructions on the proxy card, the shares represented by your proxy will be voted in favor of each of the three proposals. In addition, if any other matters properly come before the Annual Meeting, it is the intention of the persons named in the enclosed proxy card to vote the shares they represent as directed by the Board. We have not received notice of any other matters that may properly be presented at the Annual Meeting.

Revoking Your Proxy

You may revoke your proxy at any time before the Meeting Date by: (1) submitting a later-dated vote by telephone, by mail, or via the Internet before or at the Annual Meeting; or (2) delivering instructions to us at 77 Rio Robles, San Jose, California 95134 to the attention of our Corporate Secretary. Any notice of revocation sent to us must include the stockholder’s name and must be actually received by us before the Annual Meeting to be effective. Your attendance at the Annual Meeting after having executed and delivered a valid proxy card or vote via the Internet or by telephone will not in and of itself constitute a revocation of your proxy. If you are the stockholder of record or if your shares are held in “street name,” you may revoke your proxy by voting electronically at the Annual Meeting.

Solicitation of Proxies

We will pay for the cost of this proxy solicitation. We may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding or furnishing proxy solicitation materials to such beneficial owners. Proxies may also be solicited personally or by telephone, telegram or facsimile by certain of our directors, officers, and regular employees, without additional compensation.

Voting Results

We will announce preliminary voting results at the Annual Meeting and publish final results on a Current Report on Form 8-K, which we intend to file with the SEC within four business days after the Meeting Date.

Note Concerning Forward-Looking Statements

Certain of the statements contained in this proxy statement are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not represent historical facts and the assumptions underlying such statements. We use words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “likely,” “may,” “potential,” “should,” “will,” “would” and similar expressions to identify forward-looking statements. These statements include, but are not limited to, operating results, business strategies, management’s plans and objectives for future operations, expectations and intentions, actions to be taken by us and other statements that are not historical facts. These forward-looking statements are based on information available to us as of the date of this proxy statement and our current expectations, forecasts and assumptions and involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond our control. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed in Part I, Item 1A, “Risk Factors” and elsewhere in our 2017 Annual Report, which accompanies this proxy statement. There may be other factors of which we are not currently aware that may affect matters discussed in the forward-looking statements and may cause actual results to differ materially from those discussed. These forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we are under no obligation to, and expressly disclaim any responsibility to, update our forward-looking statements, whether as a result of new information, future events or otherwise.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, YOU ARE REQUESTED TO COMPLETE, DATE AND SIGN THE PROXY CARD AND RETURN IT PROMPTLY, OR VOTE BY TELEPHONE OR VIA THE INTERNET BY FOLLOWING THE DIRECTIONS ON THE PROXY CARD. STOCKHOLDERS WHO ATTEND THE ANNUAL MEETING MAY REVOKE A PRIOR PROXY VOTE AND VOTE THEIR SHARES AS SET FORTH IN THIS PROXY STATEMENT.

PROPOSAL ONE

RE-ELECTION OF CLASS I DIRECTORS

Our Board is currently composed of nine directors and divided into three classes, in accordance with Article IV, Section B of our Certificate of Incorporation. Only the terms of the three directors serving as Class I directors are scheduled to expire in 2018. The terms of other directors expire in subsequent years.

On April 28, 2011, we and Total Solar International SAS, formerly known as Total Energies Nouvelles Activités USA, SAS and as Total Gas & Power USA, SAS (“Total”), a subsidiary of Total S.A. (“Total S.A.”), entered into a Tender Offer Agreement (the “Tender Offer Agreement”). Pursuant to the Tender Offer Agreement, on June 21, 2011, Total purchased in a cash tender offer approximately 60% of the outstanding shares of our former Class A common stock and 60% of the outstanding shares of our former Class B common stock (the “Tender Offer”). In connection with the Tender Offer, we and Total entered into an Affiliation Agreement that governs the relationship between Total and us following the close of the Tender Offer (the “Affiliation Agreement”). In accordance with the terms of the Affiliation Agreement, our Board has nine members, composed of our Chief Executive Officer, three non-Total-designated members of the Board, and five directors designated by Total. If the ownership of our voting power by Total, together with the controlled subsidiaries of Total S.A., declines below certain thresholds, the number of members of the Board that Total is entitled to designate will be reduced as set forth in the Affiliation Agreement. See “*Certain Relationships and Related Persons Transactions—Agreements with Total Solar International SAS and Total S.A.—Affiliation Agreement.*”

The Board has considered and approved the nomination of François Badoual, Antoine Larenaudie and Pat Wood III, our current Class I directors, for re-election as directors at the Annual Meeting. Messrs. Badoual and Larenaudie are Total-designated directors. Mr. Wood is an independent director. Each nominee has consented to being named in this proxy statement and to serve if re-elected. Unless otherwise directed, the proxy holders will vote the proxies received by them for the three nominees named herein. If any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who is designated by the present Board to fill the vacancy. We do not expect that any nominee will be unable or will decline to serve as a director. The Class I directors elected will hold office until the annual meeting of stockholders in 2021 or until their successors are elected.

The Class II group of directors consists of Catherine Lesjak, Ladislas Paszkiewicz and Julien Pouget, who will hold office until the annual meeting of stockholders in 2019 or until their successors are elected. Ms. Lesjak is an independent director. Messrs. Paszkiewicz and Pouget are Total-designated directors. The Class III group of directors consists of Helle Kristoffersen, Thomas McDaniel and Thomas Werner, who will hold office until the annual meeting of stockholders in 2020 or until their successors are elected. Ms. Kristoffersen is a Total-designated director. Mr. McDaniel is an independent director. Mr. Werner is our Chief Executive Officer and Chairman of the Board.

Additional information about the Class I director nominees for re-election and the Class II and Class III directors is set forth below.

Class I Directors Nominated for Re-Election at the Annual Meeting

Name	Age	Position(s) with SunPower	Director Since
François Badoual	53	Director	2017
Antoine Larenaudie	59	Director	2017
Pat Wood III	55	Director	2005

Mr. François Badoual has served as President and Chief Executive Officer of Total New Energies Ventures, Inc. since August 2017. From 2012 to 2017, he served as Chief Executive Officer of Total Energy Ventures, the corporate venture capital arm for the Total Group. Mr. Badoual also previously served as General Manager and Country Chairman for Total Exploration and Production - Algeria from 2009 to 2012, and as Deputy General Manager for Total Exploration and Production - Angola from 2006 to 2009. Mr. Badoual has held various other positions in the Total Group since 1990, and he has worked in France, Indonesia, United Arab Emirates, and Venezuela. Mr. Badoual holds a degree in civil engineering from École Nationale des Travaux Publics de l'État and an Advanced Master in Regional and Urban Planning from École Nationale des Ponts et Chaussées.

Mr. Badoual brings significant international managerial and operational experience to the Board. His extensive experience in the energy industry gives him a valuable perspective on our efforts to manage our business and project development activities. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. Badoual should serve as a director on our Board.

Mr. Antoine Larenaudie has served as Treasurer of the Total Group since September 2017. Before that, he served as Chief Financial Officer of Total's Gas, Renewables, and Power division and Trading and Shipping division from 2002 to 2017. Mr. Larenaudie has held various other positions in the Total Group since 1990, and he has also worked for Credit Lyonnais Bank in France and London in various positions dealing with international corporations and commodities trading firms. He is a graduate of the École Supérieure de Commerce de Toulouse.

Mr. Larenaudie brings significant international financial management experience to the Board. His extensive experience in the energy industry gives him a valuable perspective on our financial strategy going forward. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. Larenaudie should serve as a director on our Board.

Mr. Pat Wood III has served as a Principal of Wood3 Resources, an energy infrastructure developer, since July 2005. He is active in the development of electric power and natural gas infrastructure assets in North America. From 2001 to 2005, Mr. Wood served as the Chairman of the Federal Energy Regulatory Commission. From 1995 to 2001, he chaired the Public Utility Commission of Texas. Mr. Wood has also been an attorney with Baker & Botts, a global law firm, and an associate project engineer with Arco Indonesia, an oil and gas company, in Jakarta. He currently serves as Chairman of Dynegy, Inc., and is a director of Quanta Services, Inc. He is also a strategic advisor to Hunt Transmission Services/Hunt Power/InfraREIT Capital Partners/Sharyland Utilities. Mr. Wood is a former director of the American Council on Renewable Energy and Memorial Resource Development Corp., and is a member of the National Petroleum Council.

Mr. Wood brings significant strategic and operational management experience to the Board. Mr. Wood has demonstrated strong leadership skills through a decade of regulatory leadership in the energy sector. Mr. Wood brings a unique perspective and extensive knowledge of energy project development, public policy development, governance, and the regulatory process. His legal background also provides the Board with a perspective on the legal implications of matters affecting our business. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. Wood should serve as a director on our Board, Chairman of the Nominating and Corporate Governance Committee, and Chairman of the Compensation Committee.

Class II Directors with Terms Expiring in 2019

Name	Age	Position(s) with SunPower	Director Since
Catherine Lesjak	59	Director	2013
Ladislav Paszkiewicz	55	Director	2016
Julien Pouget	41	Director	2017

Ms. Catherine A. Lesjak has served as Executive Vice President and Chief Financial Officer of HP Inc. (formerly Hewlett-Packard Company) (HP) since January 1, 2007. Ms. Lesjak served as interim Chief Executive Officer of HP from August 2010 through October 2010. As a 30-year veteran at HP, Ms. Lesjak held a broad range of financial leadership roles across HP. Before being named as Chief Financial Officer, Ms. Lesjak served as Senior Vice President and Treasurer, responsible for managing HP's worldwide cash, debt, foreign exchange, capital structure, risk management and benefits plan administration. Earlier in her career at HP, she managed financial operations for Enterprise Marketing and Solutions and the Software Global Business Unit. Before that, she was group controller for HP's Software Solutions Organization and managed HP's global channel credit risk as controller and credit manager for the Commercial Customer Organization. Ms. Lesjak has a bachelor's degree in biology from Stanford University and a master of business degree in finance from the University of California, Berkeley.

Ms. Lesjak's extensive experience as the chief financial officer of a major corporation, with significant presence in both the business-to-consumer and business-to-business markets, allows her to make significant contributions to our strategic business planning and execution. Her background is also valuable in terms of financial oversight and review of our strategic investments. It is based on the Board's identification of these qualifications, skills and experience that the Board has concluded that Ms. Lesjak should serve as a director on our Board.

Mr. Ladislav Paszkiewicz has served as Senior Vice President, Strategy and Climate, for Total S.A. since September 2016. He previously served as Senior Vice President of Mergers and Acquisitions for Total S.A. from 2015 to 2016. From 2010 to 2014, he was Senior Vice President, Americas, for the Exploration and Production division of Total S.A. Prior to that, he served as Senior Vice President, Middle East, for the same division from 2007 to 2010. Mr. Paszkiewicz has also served as General Manager of the Total group's subsidiary in Argentina, as head of the Investor Relations Department of Total S.A., and in various other positions in the Total group, which he joined in 1985. Mr. Paszkiewicz holds a master's degree in business administration from New York University and a master's degree in finance from the Institut d'Études Politiques in Paris, France.

Mr. Paszkiewicz brings significant international strategic and business development experience to the Board. His extensive experience in the energy industry gives him a valuable perspective on the development of our strategy going forward. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. Paszkiewicz should serve as a director on our Board.

Mr. Julien Pouget has served as Senior Vice President of the Renewables division of Total S.A. since January 1, 2017. From 2014 to 2016, he served as a senior advisor to the President of France, initially responsible for industry, then industry and digital, and finally for the economy. His responsibilities during this time included the restructuring of the French nuclear industry. Prior to his service to the president, Mr. Pouget spent six years in various positions at Alstom Power, including as Vice President of the heat exchangers product line for France, Switzerland, and China, as Vice President and General Manager of Asian activities and as project leader and as head of engineering for the heat exchangers on the Flamanville 3 EPR nuclear plant in France. From 2001 to 2008, Mr. Pouget held various positions in the French Ministry of Industry, and at the state shareholding agency at the French Ministry for Finance and Economy. Mr. Pouget is a chief engineer of the prestigious French Corps de Mines and a graduate of the École Polytechnique.

Mr. Pouget brings significant international managerial and operational experience to the Board. His extensive experience in the energy industry and in government gives him a valuable perspective on policy and the global energy marketplace. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. Pouget should serve as a director on our Board.

Class III Directors with Terms Expiring in 2020

Name	Age	Position(s) with SunPower	Director Since
Helle Kristoffersen	53	Director	2016
Thomas McDaniel	68	Director	2009
Thomas Werner	58	Chief Executive Officer, Director and Chairman of the Board	2003

Ms. Helle Kristoffersen has served as Senior Vice President, Strategy and Corporate Affairs, of the Gas, Renewables, and Power segment for Total S.A. since September 2016. From January 2012 to August 2016, she was Senior Vice President, Strategy and Business Intelligence, at the group level of Total S.A. Prior to that, she served as Deputy Vice President of the same department since January 2011. In 1994, she joined Alcatel, where she spent 16 years and served in particular as Vice President, Corporate Strategy, of Alcatel and subsequently Alcatel-Lucent. She currently serves as a director of Orange and PSA Group (Peugeot). Ms. Kristoffersen served as a director of Valeo from 2007 to 2013. Ms. Kristoffersen is a graduate of the École Normale Supérieure and the Paris Graduate School of Economics, Statistics, and Finance (ENSAE). Ms. Kristoffersen also holds a master's degree in econometrics from Université Paris 1.

Ms. Kristoffersen brings significant international strategic and business development experience to the Board. Her extensive experience in the energy and technology industries, including her service on the boards of directors of several international, publicly listed companies, gives her a valuable perspective on our role in the global marketplace. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Ms. Kristoffersen should serve as a director on our Board.

Mr. Thomas R. McDaniel was Executive Vice President, Chief Financial Officer, and Treasurer of Edison International, a generator and distributor of electric power and investor in infrastructure and energy assets, before retiring in July 2008 after 37 years of service. Before January 2005, Mr. McDaniel was Chairman, Chief Executive Officer, and President of Edison Mission Energy, a power generation business specializing in the development, acquisition, construction, management, and operation of power production facilities. Mr. McDaniel was also Chief Executive Officer and a director of Edison Capital, a provider of capital and financial services supporting the growth of energy and infrastructure projects, products, and services, both domestically and internationally. Mr. McDaniel has served on our Board since February 2009. He is Chairman of the board of directors of Tendril, a smart grid, software-as-a-service company, and SemGroup, L.P., a midstream energy services company. Mr. McDaniel also served on the advisory board of Cypress Envirosystems, which develops and markets energy efficiency products, and On Ramp Wireless, a communications company serving electrical, gas, and water utilities. Mr. McDaniel formerly served on the board of directors of the Senior Care Action Network (SCAN) from 2000 to 2013, and Aquion Energy, a manufacturer of energy storage systems. Through the McDaniel Family Foundation, he is also actively involved in a variety of charitable activities, such as the Boys and Girls Club of Huntington Beach, Heifer International, and the Free Wheelchair Mission.

Mr. McDaniel brings significant operational and development experience, including extensive experience growing and operating global electric power businesses, to the Board. In addition, Mr. McDaniel's prior experience as a chief financial officer qualifies him as a financial expert, which is relevant to his duties as an Audit Committee member. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. McDaniel should serve as a director on our Board, Chairman of the Audit Committee, and Chairman of the Finance Committee.

Mr. Thomas H. Werner has served as our Chief Executive Officer and as a member of our Board since June 2003, and Chairman of the Board since May 2011. Before joining SunPower, he held the position of Chief Executive Officer of Silicon Light Machines, Inc., an optical solutions subsidiary of Cypress Semiconductor Corporation, from 2001 to 2003. From 1998 to 2001, Mr. Werner served as Vice President and General Manager of the Business Connectivity Group of 3Com Corp., a network solutions company. He has also held a number of executive management positions at Oak Industries, Inc. and General Electric Co. Mr. Werner currently serves as a board member of Cree, Inc., a LED manufacturer, and the Silicon Valley Leadership Group. He served as a member of the board of directors of Silver Spring Networks, a provider of smart grid applications, from March 2009 to January 2018. He is also on the Board of Trustees of Marquette University. Mr. Werner holds a bachelor's degree in industrial engineering from the University of Wisconsin–Madison, a bachelor's degree in electrical engineering from Marquette University, and a master's degree in business administration from George Washington University.

Mr. Werner brings significant leadership, technical, operational, and financial management experience to the Board. Mr. Werner provides the Board with valuable insight into management's perspective with respect to our operations. Mr. Werner has demonstrated strong executive leadership skills through nearly 20 years of executive officer service with various companies and brings the most comprehensive view of our operational history over the past several years. Mr. Werner also brings to the Board leadership experience through his service on the board of directors for three other organizations, which gives him the ability to compare the way in which management and the boards operate within the companies he serves. It is based on the Board's identification of these qualifications, skills, and experience that the Board has concluded that Mr. Werner should serve as a director on our Board and Chairman of the Board.

Vote Required

Election of a director requires the affirmative vote of the holders of a plurality of votes represented by the shares in attendance or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. The three persons receiving the greatest number of votes at the Annual Meeting shall be elected as Class I directors. Neither "broker non-votes" nor abstentions will affect the outcome of the voting on this proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION TO THE BOARD OF EACH OF THE CLASS I DIRECTOR NOMINEES.

BOARD STRUCTURE

Determination of Independence

Our Board has determined that three of our nine directors, namely Ms. Lesjak and Messrs. McDaniel and Wood, each meet the standards for independence as defined by applicable listing standards of The NASDAQ Stock Market and rules and regulations of the SEC. Our Board has also determined that Mr. Werner, our Chief Executive Officer and Chairman of the Board, and Ms. Kristoffersen and Messrs. Badoual, Larenaudie, Paszkiewicz and Pouget, as directors designated by our controlling stockholder Total Solar International SAS, formerly known as Total Energies Nouvelles Activités USA, SAS and Total Gas & Power USA, SAS, pursuant to our Affiliation Agreement with Total, are not “independent” as defined by applicable listing standards of The NASDAQ Stock Market. There are no family relationships among any of our directors or executive officers.

Leadership Structure and Risk Oversight

The Board has determined that having a lead independent director assist Mr. Werner, the Chairman of the Board and Chief Executive Officer, is in the best interest of our stockholders. Mr. Wood has served as the lead independent director of the Board since June 2012. The Board believes this structure ensures a greater role for the independent directors in the oversight of our company and encourages active participation of the independent directors in setting agendas and establishing priorities and procedures for the work of the Board. We believe that this leadership structure also is preferred by a significant number of our stockholders.

The Board is actively involved in oversight of risks that could affect our company. This oversight is conducted primarily through committees of the Board, in particular our Audit Committee, as disclosed in the descriptions of each of the committees below and in the respective charters of each committee. The full Board, however, has retained responsibility for general oversight of risks. The Board satisfies this responsibility through full reports by each committee chair regarding the committee’s considerations and actions, as well as through regular reports directly from our officers responsible for oversight of particular risks within our company.

Board Meetings

Our Board held four regular, quarterly meetings, one annual meeting and five special meetings during fiscal 2017. During fiscal 2017, each director attended at least 75% of the aggregate number of meetings of the Board and its committees on which such director served during his or her term. Our independent directors held four executive sessions during regular, quarterly meetings without management present during fiscal 2017.

Controlled Company, NASDAQ Listing Standards

Since the Tender Offer in June 2011 (including as of April 6, 2018), Total has owned greater than 50% of our outstanding voting securities and we are therefore considered a “controlled company” within the meaning of The NASDAQ Stock Market rules. As long as we remain a “controlled company,” we are exempt from the rules that would otherwise require that our Board be composed of a majority of independent directors and that our Compensation Committee and Nominating and Corporate Governance Committee be composed entirely of independent directors. This “controlled company” exception does not modify the independence requirements for the Audit Committee, and we comply with the requirements of the Sarbanes-Oxley Act and The NASDAQ Stock Market rules that require that our Audit Committee be composed exclusively of independent directors.

Board Committees

We believe that good corporate governance is important to ensure that we are managed for the long-term benefit of our stockholders. Our Board has established committees to ensure that we maintain strong corporate governance standards. Our Board has standing Audit, Compensation, Finance and Nominating and Corporate Governance Committees. The charters of our Audit, Compensation, Finance and Nominating and Corporate Governance Committees are available on our website at <http://investors.sunpower.com>. You may also request copies of our committee charters free of charge by writing to SunPower Corporation, 77 Rio Robles, San Jose, California 95134, Attention: Corporate Secretary. Below is a summary of our committee structure and membership information.

Director	Audit Committee	Compensation Committee	Finance Committee	Nominating and Corporate Governance Committee
François Badoual	—	—	—	Member
Helle Kristoffersen	—	Member	Member	—
Antoine Larenaudie	—	—	Member	—
Catherine Lesjak ⁽¹⁾	Member	—	Member	—
Thomas R. McDaniel ⁽¹⁾	Chair	Member	Chair	Member
Ladislas Paszkiewicz	—	—	—	Member
Julien Pouget	—	Member	—	—
Pat Wood III ^{(1)(*)}	Member	Chair	—	Chair

(1) Indicates an independent director.

(*) Indicates the lead independent director.

Audit Committee

Mr. McDaniel is the Chairman of the Audit Committee, appointed in June 2012. Our Audit Committee is a separately-designated standing committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Board has determined that each member of our Audit Committee is “independent” as that term is defined in Section 10A of the Exchange Act and as defined by applicable listing standards of The NASDAQ Stock Market. Each member of the Audit Committee is financially literate and has the financial sophistication required by the applicable listing standards of The NASDAQ Stock Market. The Board has determined that each of Ms. Lesjak and Mr. McDaniel meet the criteria of an “audit committee financial expert” within the meaning of applicable SEC regulations due to their professional experience. Mr. McDaniel’s and Ms. Lesjak’s relevant professional experience is described above under “*Proposal One—Re-election of Class I Directors.*” The Audit Committee held twelve meetings during fiscal 2017.

The purpose of the Audit Committee, pursuant to its charter, is, among other things, to:

- provide oversight of our accounting and financial reporting processes and the audit of our financial statements and internal controls by our independent registered public accounting firm;
- assist the Board in the oversight of: (1) the integrity of our financial statements; (2) our compliance with legal and regulatory requirements; (3) the independent registered public accounting firm’s performance, qualifications and independence; and (4) the performance of our internal audit function;
- oversee management’s identification, evaluation and mitigation of major risks to our company;
- prepare an audit committee report as required by the SEC to be included in our annual proxy statement;
- provide to the Board such information and materials as it may deem necessary to make the Board aware of financial matters requiring the attention of the Board;
- consider questions of actual and potential conflicts of interest (including corporate opportunities) of Board members and corporate officers and review and approve proposed related party transactions that would be required to be disclosed under Item 404 of Regulation S-K, provided that any approval of related party transactions may be made only by the disinterested members of the Audit Committee; and
- oversee any waiver of the Code of Business Conduct and Ethics for directors and executive officers.

The Audit Committee also serves as the representative of the Board with respect to its oversight of the matters described below in the “*Audit Committee Report.*” The Audit Committee has established procedures for (1) the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, and (2) the confidential, anonymous submission by our employees of concerns regarding accounting or auditing matters. The Audit Committee promptly reviews such complaints and concerns.

Compensation Committee

Mr. Wood is the Chairman of the Compensation Committee, appointed in November 2012. Two of the four members of the Compensation Committee, Messrs. McDaniel and Wood, are “independent” as defined by applicable listing standards of The NASDAQ Stock Market. Ms. Kristoffersen and Mr. Pouget were designated by Total to be on the Compensation Committee pursuant to our Affiliation Agreement with Total and are not “independent” as defined by applicable listing standards of The NASDAQ Stock Market. The Compensation Committee held seven meetings during fiscal 2017.

The Compensation Committee, pursuant to its charter, assists the Board in discharging its duties with respect to:

- the formulation, implementation, review and modification of the compensation of our directors and executive officers;
- the preparation of an annual report of the Compensation Committee for inclusion in our annual proxy statement or Annual Report on Form 10-K, in accordance with applicable rules of the SEC and applicable listing standards of The NASDAQ Stock Market;
- reviewing and discussing with management the Compensation Discussion and Analysis section of our annual proxy statement or Annual Report on Form 10-K;
- oversight of our company compensation philosophy, which may be performance-based, to reward and retain employees based on achievement of goals; and
- the administration of our equity incentive plans, including the SunPower Corporation 2015 Omnibus Incentive Plan.

We also have a Section 16/162(m) Subcommittee of the Compensation Committee consisting solely of independent directors available to approve certain compensation matters in accordance with Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code) and Rule 16b-3 of the Exchange Act, each as recommended by the Compensation Committee.

In certain instances, the Compensation Committee has delegated limited authority to Mr. Werner, in his capacity as a Board member, with respect to compensation and equity awards for employees other than our executive officers. For more information on our processes and procedures for the consideration and determination of executive compensation, see “*Compensation Discussion and Analysis*” below.

Compensation Committee Interlocks and Insider Participation

No member of our Compensation Committee was at any time during fiscal 2017 one of our officers or employees, or is one of our former officers or employees. No member of our Compensation Committee had any relationship requiring disclosure under Item 404 and Item 407(e)(4) of Regulation S-K. Additionally, during fiscal 2017, none of our executive officers or directors was a member of the board of directors, or any committee of the board of directors, or of any other entity such that the relationship would be construed to constitute a compensation committee interlock within the meaning of the rules and regulations of the SEC.

Nominating and Corporate Governance Committee

Mr. Wood is the Chairman of our Nominating and Corporate Governance Committee. Two of the four members of the Nominating and Corporate Governance Committee, Messrs. McDaniel and Wood, are “independent” as defined by applicable listing standards of The NASDAQ Stock Market. Messrs. Badoual and Paszkiewicz were designated by Total to be on the Nominating and Corporate Governance Committee pursuant to our Affiliation Agreement with Total and are not “independent” as defined by applicable listing standards of The NASDAQ Stock Market. The Nominating and Corporate Governance Committee held four meetings during fiscal 2017.

The Nominating and Corporate Governance Committee, pursuant to its charter, assists the Board in discharging its responsibilities with respect to:

- the identification of individuals qualified to become directors and the selection or recommendation of candidates for all directorships to be filled by the Board or by the stockholders;
- the evaluation of whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term, based upon factors established for new director candidates as well as the incumbent director's qualifications, performance as a Board member, and such other factors as the Nominating and Corporate Governance Committee deems appropriate; and
- the development, maintenance and recommendation of a set of corporate governance principles applicable to us, and periodically reviewing such principles.

The Nominating and Corporate Governance Committee also considers diversity in identifying nominees for directors. In particular, the Nominating and Corporate Governance Committee believes that the members of the Board should reflect a diverse range of talent, skill and expertise sufficient to provide sound and prudent guidance with respect to our operations and interests. In addition, the Nominating and Corporate Governance Committee has determined that the Board as a whole must have the right diversity, mix of characteristics, and skills for the optimal functioning of the Board in its oversight role.

The Nominating and Corporate Governance Committee believes the Board should be composed of persons with skills in areas such as:

- relevant industries, especially solar products and services;
- technology manufacturing;
- sales and marketing;
- leadership of large, complex organizations;
- finance and accounting;
- corporate governance and compliance;
- strategic planning;
- international business activities; and
- human capital and compensation.

Under our Corporate Governance Principles, during the director nominee evaluation process, the Nominating and Corporate Governance Committee and the Board take the following into account:

- A significant number of directors on the Board should be independent directors, unless otherwise required by applicable law or The NASDAQ Stock Market rules;
- Candidates should be capable of working in a collegial manner with persons of different educational, business, and cultural backgrounds and should possess skills and expertise that complement the attributes of the existing directors;
- Candidates should represent a diversity of viewpoints, backgrounds, experiences, and other demographics;
- Candidates should demonstrate notable or significant achievement and possess senior-level business, management, or regulatory experience that would inure to our benefit;
- Candidates shall be individuals of the highest character and integrity;
- Candidates shall be free from any conflict of interest that would interfere with their ability to properly discharge their duties as a director or would violate any applicable law or regulation;
- Candidates for the Audit and Compensation Committees should have the enhanced independence and financial literacy and expertise that may be required under law or The NASDAQ Stock Market rules;
- Candidates shall be capable of devoting the necessary time to discharge their duties, taking into account memberships on other boards and other responsibilities; and
- Candidates shall have the desire to represent the interests of all stockholders.

Finance Committee

Mr. McDaniel is the Chairman of the Finance Committee. Two of the four members of the Finance Committee, Ms. Lesjak and Mr. McDaniel, are “independent” as defined by applicable listing standards of The NASDAQ Stock Market. Ms. Kristoffersen and Mr. Larenaudie were designated by Total to be on the Finance Committee pursuant to our Affiliation Agreement with Total and are not “independent” as defined by applicable listing standards of The NASDAQ Stock Market. The Finance Committee held four meetings during fiscal 2017.

The Finance Committee, pursuant to its charter, assists the Board in discharging its duties with respect to:

- The review, evaluation and approval of financing transactions, including credit facilities, structured finance, issuance of debt and equity securities in private and public transactions, sales of project assets or ownership therein to publicly traded entities in which we have an equity interest greater than 10% or their subsidiaries, and the repurchase of debt and equity securities (other than financing activity exceeding \$50 million which requires the review and approval of the Board);
- The review of our annual operating plan for recommendation to the Board, and the monitoring of capital spend as compared with the annual operating plan;
- The review and recommendation to the Board of investments, acquisitions, divestitures and other corporate transactions; and
- General oversight of our treasury activities, and the review, at least annually, of our counterparty credit risk and insurance programs.

CORPORATE GOVERNANCE

Stockholder Communications with Board of Directors

We provide a process by which stockholders may send communications to our Board, any committee of the Board, our non-management directors or any particular director. Stockholders can contact our non-management directors by sending such communications to the Chairman of the Nominating and Corporate Governance Committee, c/o Corporate Secretary, SunPower Corporation, 77 Rio Robles, San Jose, California 95134. Stockholders wishing to communicate with a particular Board member, a particular Board committee or the Board as a whole, may send a written communication to our Corporate Secretary, SunPower Corporation, 77 Rio Robles, San Jose, California 95134. The Corporate Secretary will forward such communication to the full Board, to the appropriate committee or to any individual director or directors to whom the communication is addressed, unless the communication is unduly hostile, threatening, illegal, or harassing, in which case the Corporate Secretary has the authority to discard the communication or take appropriate legal action regarding the communication.

Directors' Attendance at Our Annual Meetings

Although we do not have a formal policy that mandates the attendance of our directors at our annual stockholder meetings, our directors are encouraged to attend. All of our directors are expected to attend the 2018 Annual Meeting, and all of our directors attended our annual meeting of stockholders held on April 27, 2017 (the "2017 Annual Meeting").

Submission of Stockholder Proposals for the 2019 Annual Meeting

As a SunPower stockholder, you may submit a proposal, including director nominations, for consideration at future annual meetings of stockholders.

Stockholder Proposals. Only stockholders meeting certain criteria outlined in our By-laws are eligible to submit nominations for election to the Board or to propose other proper business for consideration by stockholders at an annual meeting. Under the By-laws, stockholders who wish to nominate persons for election to the Board or propose other proper business for consideration by stockholders at an annual meeting must give proper written notice to us not earlier than the 120th day and not later than the 90th day before the first anniversary of the preceding year's annual meeting, provided that in the event that an annual meeting is called for a date that is not within 25 days before or after such anniversary date, notice by the stockholder in order to be timely must be received not later than the close of business on the 10th day following the day on which we mail or publicly announce our notice of the date of the annual meeting, whichever occurs first. Therefore, notices regarding nominations of persons for election to the Board and proposals of other proper business for consideration at the 2019 annual meeting of stockholders must be submitted to us no earlier than January 17, 2019 and no later than February 16, 2019. If the date of the 2019 annual meeting is moved more than 25 days before or after the anniversary date of the 2018 annual meeting, the deadline will instead be the close of business on the 10th day following notice of the date of the 2019 annual meeting of stockholders or public disclosure of such date, whichever occurs first. We have discretionary power, but are not obligated, to consider stockholder proposals submitted after February 16, 2019 for the 2019 annual meeting.

Stockholder proposals will also need to comply with SEC regulations, such as Rule 14a-8 of the Exchange Act regarding the inclusion of stockholder proposals in any Company-sponsored proxy material. In order to be included in our proxy materials for the 2019 annual meeting of stockholders, pursuant to Rule 14a-8 of the Exchange Act the submission deadline for stockholder proposals is December 7, 2018. All written proposals must be received by our Corporate Secretary, at our corporate offices at 77 Rio Robles, San Jose, California 95134 by the close of business on the required deadline in order to be considered for inclusion in our proxy materials for the 2019 annual meeting of stockholders.

Nomination of Director Candidates. Our Nominating and Corporate Governance Committee will consider director candidates recommended by our stockholders. Such nominations should be directed to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, SunPower Corporation, 77 Rio Robles, San Jose, California 95134. In addition, the stockholder must give notice of a nomination to our Corporate Secretary, and such notice must be received within the time period described above under “*Stockholder Proposals.*” Any such proposal must include the following:

- the name, age, business address, residence address, and record address of such nominee;
- the principal occupation or employment of such nominee;
- the class or series and number of shares of our stock owned beneficially or of record by such nominee;
- any information relating to the nominee that would be required to be disclosed in our proxy statement;
- the nominee holder for, and number of, shares owned beneficially but not of record by such person;
- whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any derivative or short positions, profit interests, options or borrowed or loaned shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such person with respect to any share of our stock;
- to the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the nominee for election or reelection as a director on the date of such stockholder’s notice;
- a description of all arrangements or understandings between or among such persons pursuant to which the nomination(s) are to be made by the stockholder and any relationship between or among the stockholder giving notice and any person acting in concert, directly or indirectly, with such stockholder and any person controlling, controlled by or under common control with such stockholder, on the one hand, and each proposed nominee, on the other hand; and
- a representation that the stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice.

If a director nomination is made pursuant to the process set forth above, the Nominating and Corporate Governance Committee will apply the same criteria in evaluating the nominee as it would any other board nominee candidate, and will recommend to the Board whether or not the stockholder nominee should be included as a candidate for election in our proxy statement. The nominee and nominating stockholder should be willing to provide any information reasonably requested by the Nominating and Corporate Governance Committee in connection with its evaluation. The Board will make the final determination whether or not a nominee will be included in the proxy statement and on the proxy card for election.

Once either a search firm selected by the Nominating and Corporate Governance Committee or a stockholder has provided our Nominating and Corporate Governance Committee with the identity of a prospective candidate, the Nominating and Corporate Governance Committee communicates the identity and known background and experience of the candidate to the Board. If warranted by a polling of the Board, members of our Nominating and Corporate Governance Committee and/or other members of our senior management may interview the candidate. If the Nominating and Corporate Governance Committee reacts favorably to a candidate, the candidate is next invited to interview with the members of the Board who are not on the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee then makes a final determination whether to recommend the candidate to the Board for directorship. The Nominating and Corporate Governance Committee currently has not set specific, minimum qualifications or criteria for nominees that it proposes for Board membership, but evaluates the entirety of each candidate’s credentials. The Nominating and Corporate Governance Committee believes, however, that we will be best served if our directors bring to the Board a variety of diverse experience and backgrounds and, among other things, demonstrated integrity, executive leadership and financial, marketing or business knowledge and experience. See “*Board Structure—Nominating and Corporate Governance Committee*” for factors considered by the Nominating and Corporate Governance Committee and the Board in considering director nominees.

Corporate Governance Principles

We believe that strong corporate governance practices are the foundation of a successful, well-run company. The Board has adopted Corporate Governance Principles that set forth our core corporate governance principles, including:

- oversight responsibilities of the Board;
- election and responsibilities of the lead independent director;
- role of Board committees and assignment and rotation of members;
- review of the Code of Business Conduct and Ethics and consideration of related party transactions;
- independent directors meetings without management and with outside auditors;
- Board's access to employees;
- annual review of Board member compensation;
- membership criteria and selection of the Board;
- annual review of Board performance;
- director orientation and continuing education;
- stock ownership guidelines for certain of our executive officers and directors;
- annual review of performance and compensation of executive officers; and
- succession planning for key executive officers.

Our Corporate Governance Principles are available on our website at <http://investors.sunpower.com>.

Code of Business Conduct and Ethics; Related Persons Transactions Policy and Procedures

It is our general policy to conduct our business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. In addition, it is our policy to avoid situations that create an actual or potential conflict between our interests and the personal interests of our officers and directors. Such principles are described in our Code of Business Conduct and Ethics, which was revised on October 26, 2017. Our Code of Business Conduct and Ethics is applicable to our directors, officers, and employees (including our principal executive officer, principal financial officer and principal accounting officer) and is designed to promote compliance with the laws applicable to our business, accounting standards, and proper and ethical business methods and practices. Our Code of Business Conduct and Ethics is available on our website at <http://investors.sunpower.com/corporate-governance.cfm> under the link for "Code of Conduct." You may also request a copy by writing to us at SunPower Corporation, 77 Rio Robles, San Jose, California 95134, Attention: Corporate Secretary. If we amend our Code of Business Conduct and Ethics or grant a waiver applicable to our principal executive officer, principal financial officer or principal accounting officer, we will post a copy of such amendment or waiver on our website. Under our Corporate Governance Principles, the Audit Committee is responsible for reviewing and recommending changes to our Code of Business Conduct and Ethics.

Pursuant to our Corporate Governance Principles and our Audit Committee Charter, our Audit Committee will consider questions of actual and potential conflicts of interest (including corporate opportunities) of directors and officers, and approve or prohibit such transactions. The Audit Committee will review and approve in advance all proposed related-party transactions that would be required to be disclosed under Item 404 of Regulation S-K, in compliance with the applicable NASDAQ Stock Market rules. A related-party transaction will only be approved if the Audit Committee determines that it is in our best interests. If a director is involved in the transaction, he or she will be recused from all voting and approval processes in connection with the transaction.

Certain Relationships and Related Persons Transactions

Other than the compensation agreements and other arrangements described herein, and the transactions described below, since the start of our last fiscal year on January 2, 2017, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we have been or will be a party:

- in which the amount involved exceeded or will exceed \$120,000; and
- in which any director, director nominee, executive officer, beneficial owner of more than 5% of any class of our common stock, or any immediate family member of such persons had or will have a direct or indirect material interest.

Agreements with Total Solar International SAS and Total S.A.

Amended and Restated Credit Support Agreement

We and Total S.A. entered into an Amended and Restated Credit Support Agreement (the “Credit Support Agreement”) on June 29, 2016, which amended and restated the Credit Support Agreement dated April 28, 2011, by and between Total S.A. and us, as amended, which was entered into in connection with the Tender Offer.

Under the Credit Support Agreement, Total S.A. has agreed to enter into one or more guarantee agreements (each a “Guaranty”) with banks providing letter of credit facilities to us in support of certain of our businesses and for other permitted purposes. Total S.A. will guarantee the payment to the applicable issuing bank of our obligation to reimburse a draw on a letter of credit and pay interest thereon in accordance with the letter of credit facility between such bank and us. At any time until December 31, 2018, we may request that Total S.A. provide a Guaranty in support of our payment obligations with respect to a letter of credit facility. Such letters of credit must be issued no later than December 31, 2018 and expire no later than March 31, 2020. Total S.A. is required to issue and enter into the Guaranty requested by us, subject to certain terms and conditions. In addition, Total S.A. will not be required to enter into the Guaranty if, after giving effect to our request for a Guaranty, the sum of (a) the aggregate amount available to be drawn under all guaranteed letter of credit facilities, (b) the amount of letters of credit available to be issued under any guaranteed facility, and (c) the aggregate amount of draws (including accrued but unpaid interest) on any letters of credit issued under any guaranteed facility that have not yet been reimbursed by us, would exceed \$500 million in the aggregate. Such maximum amounts of credit support available to us can be reduced upon the occurrence of specified events.

In consideration for the commitments of Total S.A. pursuant to the Credit Support Agreement, we are required to pay Total S.A. a guaranty fee for each letter of credit that is the subject of a Guaranty under the Credit Support Agreement and was outstanding for all or part of the preceding calendar quarter, which fee (applied on a tiered basis) will be equal to: (x) the average daily amount of the undrawn amount outstanding on each guaranteed letter of credit plus any drawn amounts that have not been reimbursed by us or Total S.A., (y) multiplied by (1) 2.35% for letters of credit issued or extended if our leverage ratio (subject to reduction or increase consistent with the minimum leverage covenant set forth in the Revolving Credit Agreement among us, Crédit Agricole Corporate and Investment Bank (“Crédit Agricole”), as agent, and the lenders party thereto, as amended from time to time) (the “Leverage Ratio”) is less than or equal to 4.5 to 1.0; or (2) if the Leverage Ratio is greater than 4.5 to 1.0, 2.35% for letters of credit issued or extended for amounts less than \$200 million; 4.50% for amounts greater than or equal to \$200 million and less than \$300 million; 6.50% for amounts greater than or equal to \$300 million and less than \$400 million; and 8.00% for amounts greater than or equal to \$400 million and less than or equal to \$500 million (z) multiplied by the number of days during such calendar quarter that such letter of credit was outstanding, divided by 365. As an example, if at the end of a fiscal quarter our leverage ratio is greater than 4.5 to 1.0 and we had \$250 million in letters of credit outstanding during 50 days of the preceding calendar quarter, the guarantee fee would be equal to \$0.95 million ($(\$200 \text{ million} * 2.35\% + \$50 \text{ million} * 4.5\%) * 50/365$). In addition, we are required to pay Total S.A. a commitment fee equal to 0.50% times the average daily available facility amount for the preceding calendar quarter. We are also required to reimburse Total S.A. for payments made under any Guaranty and certain expenses of Total S.A., plus interest on both. In fiscal 2017, we incurred guaranty fees of approximately \$6.3 million to Total S.A. under the Credit Support Agreement.

We have agreed to undertake certain actions, including, but not limited to, ensuring that our payment obligations to Total S.A. rank at least equal in right of payment with all of our other present and future indebtedness, other than certain permitted secured indebtedness. We have also agreed to refrain from taking certain actions, including

refraining from making any dividend distributions so long as we have any outstanding repayment obligation to Total S.A. resulting from a draw on a guaranteed letter of credit.

The Credit Support Agreement will terminate following December 31, 2018, after the later of the satisfaction of all obligations thereunder and the termination or expiration of each Guaranty provided thereunder.

The Credit Support Agreement may not be assigned by us without the prior written consent of Total S.A. Total S.A., as the initial guarantor (but not any assignee of Total S.A.), may assign its rights and obligations under the Credit Support Agreement without our consent to an entity that is a Total S.A. subsidiary and which satisfies certain credit requirements. In connection with an assignment to an assignee that is rated lower than A/A2, Total S.A. would be required to either (a) pay to us an assignment fee equal to \$10 million as of June 29, 2016 and reduced by \$1 million at the beginning of each calendar quarter thereafter until reduced to zero or (b) agree to pay us a make-whole amount based on a calculation of the amount actually paid by us to banks that are party to letter of credit facilities (both guaranteed and non-guaranteed) and to lenders in revolving credit facilities permitted under the Credit Support Agreement in increased costs as a result of Total S.A.'s assignment of its rights and obligations under the Credit Support Agreement. Such make-whole amount would be payable on a quarterly basis from the assignment date through the termination date of the Credit Support Agreement.

Under the Credit Support Agreement, we have agreed to undertake certain actions, including, but not limited to, ensuring that our payment obligations to Total S.A. rank at least equal in right of payment with all of our other present and future indebtedness, other than certain permitted secured indebtedness. We also agreed to refrain from taking certain actions as detailed in the Credit Support Agreement, including (1) amending any agreements related to any guaranteed letter of credit facility, (2) granting any lien to secure indebtedness unless (a) an identical lien was granted to Total S.A. and (b) such other lien was at all times equal or subordinate to the priority of the lien granted to Total S.A. under (a), and (3) making any equity distributions.

Under the Credit Support Agreement, following a Trigger Event (as defined in the agreement and described below), and during its continuation, Total S.A. could elect not to enter into any additional Guarantees; declare all or any portion of the outstanding amounts owed by us to Total S.A. to be due and payable; direct banks that had provided guaranteed letter of credit facilities to stop all issuances of any additional letters of credit under such facilities; access and inspect our relevant financial records and other documents upon reasonable notice to us; and exercise all other rights it may have had under applicable law, provided that at its discretion, Total S.A. could also rescind such actions.

Each of the following events constitute a "Trigger Event":

- we default with respect to our reimbursement obligations to Total S.A. described above or any other payment obligation under the Credit Support Agreement that is 30 days overdue for which Total S.A. demands payment in writing;
- any representation or warranty made by us in the Credit Support Agreement was false, incorrect, incomplete or misleading in any material respect when made and is not cured within 15 days after notice thereof by Total S.A.;
- we fail, and continue to fail for 15 days, to observe or perform any material covenant, obligation, condition or agreement in the Credit Support Agreement;
- we default in the observance or performance of any agreement, term or condition contained in a guaranteed letter of credit facility that would constitute an event of default or similar event thereunder (other than an obligation to pay any amount, the payment of which was guaranteed by Total S.A.), up to or beyond any grace period provided in such facility, unless waived by the applicable bank and Total S.A.;
- we or any of our subsidiaries default in the observance or performance of any agreement, term or condition contained in any bond, debenture, note or other indebtedness such that the holders of such indebtedness could accelerate the payment of \$25 million or more of such indebtedness; and
- certain bankruptcy or insolvency events.

In addition to the Credit Support Agreement, we and Total S.A. entered into a letter agreement (the "Letter Agreement") on May 8, 2017 to facilitate the issuance by Total S.A. of one or more guaranties of our payment obligations of up to \$100 million (the "Support Amount") under the Amended and Restated Revolving Credit Agreement with Credit Agricole Corporate and Investment Bank, as "Administrative Agent," and the other lenders

party thereto. In consideration for the commitments of Total S.A. pursuant to the Letter Agreement, we are required to pay a guarantor commitment fee of 0.50% per annum for the unutilized Support Amount and a guaranty fee of 2.35% per annum of the outstanding guaranties. The maturity date of the Letter Agreement is August 26, 2019.

Affiliation Agreement

In connection with the Tender Offer, we and Total entered into an affiliation agreement (the “Affiliation Agreement”). The Affiliation Agreement was amended on June 7, 2011, December 12, 2011, February 28, 2012 and August 10, 2012. The Affiliation Agreement governs the relationship following the closing of the Tender Offer between SunPower, on the one hand, and Total S.A., Total, any other affiliate of Total S.A. and any member of a group of persons formed for the purpose of acquiring, holding, voting, disposing of or beneficially owning our voting stock of which Total S.A. or any of its affiliates is a member (the “Total Group”), on the other hand.

Standstill. Following the closing of the Tender Offer and during the Standstill Period (as defined below), Total, Total S.A., and the Total Group may not:

- effect or seek, or announce any intention to effect or seek, any transaction that would result in the Total Group beneficially owning shares in excess of the Applicable Standstill Limit (as defined below), or take any action that would require us to make a public announcement regarding the foregoing;
- request that (i) we, (ii) our Board members that are independent directors and not appointed to the Board by Total (the “Disinterested Directors”), or (iii) our officers or employees, amend or waive any of the standstill restrictions applicable to the Total Group described above; or
- enter into any discussions with any third party regarding any of the foregoing.

In addition, no member of the Total Group may, among other things, solicit proxies relating to the election of directors to our Board without the prior approval of the Disinterested Directors.

The Total Group is, however, permitted to either (i) make and consummate a Total Tender Offer or (ii) propose and effect a Total Merger so long as, in each case, Total complies with certain advance notice and prior negotiation obligations, including providing written notice to us at least 120 days before commencing or proposing such Total Tender Offer or Total Merger and making its designees reasonably available for the purpose of negotiation with the Disinterested Directors concerning such Total Tender Offer or Total Merger.

The “Standstill Period” is the period beginning on the date of the Affiliation Agreement and ending on the earlier to occur of:

- a change of control of our company;
- the first time that the Total Group beneficially owns less than 15% of outstanding voting power of our company;
- we or our Board take or fail to take certain of the actions described below under “—*Events Requiring Stockholder Approval by Total*” or fail to comply with certain of the covenants described below under “—*Covenants of Total and SunPower*” during the time when Total, together with the controlled subsidiaries of Total S.A., owns 50% or less of the outstanding voting power of our company or 40% or less of the outstanding voting power of our company when at least \$100 million in Guarantees are outstanding under the Credit Support Agreement;
- a tender offer for at least 50% of the outstanding voting power of our company is commenced by a third party after the time when Total, together with the controlled subsidiaries of Total S.A., owns 50% or less of the outstanding voting power of our company or 40% or less of the outstanding voting power of our company when at least \$100 million in Guarantees are outstanding under the Credit Support Agreement; and
- the termination of the Affiliation Agreement.

The “Applicable Standstill Limit” is 70% of the lower of (i) the then outstanding shares of our common stock or (ii) the then outstanding voting power of our company.

During the Standstill Period, the Total Group will not be in breach of its standstill obligations described above if any member of the Total Group holds beneficial ownership of shares of our common stock in excess of the Applicable Standstill Limit solely as a result of:

- recapitalizations, repurchases or other actions taken by us or our controlled subsidiaries that have the effect of reducing the number of shares of our common stock then outstanding;
- the issuance of shares of our common stock to Total in connection with the acquisition of Tenesol SA; or
- the rights specified in any “poison pill” share purchase rights plan having separated from the shares of our common stock and a member of the Total Group having exercised such rights.

Transfer of Control. If any member or members of the Total Group seek to transfer, in one or a series of transactions, either (i) 40% or more of the outstanding shares of our common stock or (ii) 40% or more of the outstanding voting power of our company to a single person or group, then such transfer must be conditioned on, and may not be effected, unless the transferee either:

- makes a tender offer to acquire 100% of the voting power of our company, at the same price per share of voting stock and using the same form of consideration to be paid by the transferee to the Total Group; or
- proposes a merger providing for the acquisition of 100% of the voting power of our company, at the same price per share of voting stock and using the same form of consideration to be paid by the transferee to the Total Group.

Total's Rights to Maintain. The Total Group has the following rights to maintain its ownership in us until (i) the first time that the Total Group owns less than 40% of the outstanding voting power of our company, or (ii) until the first time that Total transfers shares of our common stock to a person other than Total S.A. or a controlled subsidiary of Total S.A. and, as a result of such transfer, Total S.A. and its subsidiaries own less than 50% of the outstanding voting power of our company.

If we propose to issue new securities primarily for cash in a financing transaction, then Total has the right to purchase a portion of such new securities equal to its percentage ownership in us. Total can also elect to purchase our securities in open market transactions or through privately-negotiated transactions in an amount equal to its percentage ownership in connection with such issuance of new securities. If we propose to issue new securities in consideration for our purchase of a business or assets of a business, then Total has the right to purchase additional securities in the open market or through privately-negotiated transactions equal to its percentage ownership in us. Total has similar rights in the event that we issue or propose to issue (including pursuant to our equity plans or as the result of the conversion of our convertible securities) securities that, together with all other issuances of securities by us since the end of the preceding fiscal quarter aggregate to more than 1% of our fully diluted equity. Total has a nine-month grace period, subject to certain extensions to satisfy regulatory conditions, to acquire securities in the open market or through privately-negotiated transactions in connection with any of the securities issuances described above.

SunPower Board. The Affiliation Agreement provides that Total is entitled to designate nominees to our Board, subject to the maintenance of certain ownership thresholds described below. See “*Proposal One*” above for more details on our current Board membership.

So long as Total, together with the controlled subsidiaries of Total S.A., owns at least 10% of the outstanding voting power of our company, then our Board must use its reasonable best efforts to elect the directors designated by Total as follows:

- until the first time that Total, together with the controlled subsidiaries of Total S.A., owns less than 50% of the voting power of our company, Total will be entitled to designate five nominees to serve on our Board;
- until the first time that Total, together with the controlled subsidiaries of Total S.A., owns less than 50% but not less than 40% of the voting power of our company, Total will be entitled to designate four nominees to serve on our Board;
- until the first time that Total, together with the controlled subsidiaries of Total S.A., owns less than 40% but not less than 30% of the voting power of our company, Total will be entitled to designate three nominees to serve on our Board;

- until the first time that Total, together with the controlled subsidiaries of Total S.A., owns less than 30% but not less than 20% of the voting power of our company, Total will be entitled to designate two nominees to serve on our Board; and
- until the first time that Total, together with the controlled subsidiaries of Total S.A., owns less than 20% but not less than 10% of the voting power of our company, Total will be entitled to designate one nominee to serve on our Board.

For as long as they are serving on our Board, the directors designated by Total will be allocated across the three classes that comprise our Board in a manner as equal as practicable.

Subject to the listing standards of The NASDAQ Stock Market, until the first time that Total, together with the controlled subsidiaries of Total S.A., owns less than 30% of the outstanding voting power of our company:

- the Audit Committee will be composed of three Disinterested Directors;
- the Compensation Committee and the Nominating and Corporate Governance Committee will each be composed of two Disinterested Directors and two directors designated by Total; and
- any other standing committee will be composed of two Disinterested Directors and two directors designated by Total.

Until the first time that Total, together with the controlled subsidiaries of Total S.A., own less than 10% of the outstanding voting power of our company, a representative of Total will, subject to certain exceptions, be permitted to attend all meetings of our Board or any committee thereof in a non-voting, observer capacity (other than any committee whose sole purpose is to consider a transaction for which there exists an actual conflict of interest between the Total Group, on the one hand, and us and any of our affiliates, on the other hand).

Events Requiring Specific Board Approval. At any time when Total, together with the controlled subsidiaries of Total S.A., owns at least 30% of the outstanding voting power of our company, neither the Total Group nor we (or any of our affiliates) may effect any of the following without first obtaining the approval of a majority of the Disinterested Directors:

- any amendment to our Certificate of Incorporation or By-laws;
- any transaction that, in the reasonable judgment of the Disinterested Directors, involves an actual conflict of interest between the Total Group, on the one hand, and us and any of our affiliates, on the other hand;
- the adoption of any shareholder rights plan or the amendment or failure to renew our existing shareholder rights plan;
- except as provided above, the commencement of any tender offer or exchange offer by the Total Group for shares of our common stock or securities convertible into shares of our common stock, or the approval of a merger of us or any company that we control with a member of the Total Group;
- any voluntary dissolution or liquidation of our company or any company that we control;
- any voluntary bankruptcy filing by us or any company that we control or the failure to oppose any other person's bankruptcy filing or action to appoint a receiver of our company or any company that we control;
- any delegation of all or a portion of the authority of our Board to any committee thereof;
- any amendment, modification or waiver of any provision of the Affiliation Agreement;
- any modification of, or action with respect to, director's and officer's insurance coverage; or
- any reduction in the compensation of the Disinterested Directors.

Events Requiring Supermajority Board Approval. At any time when Total, together with the controlled subsidiaries of Total S.A., owns at least 30% of the outstanding voting power of our company, neither Total nor we (nor any of Total's or our affiliates, respectively) may, without first obtaining the approval of two-thirds of our directors (including at least one Disinterested Director), effect any approval or adoption of our annual operating plan or budget that has the effect of reducing the planned letter of credit utilization in any given year by more than 10% below the applicable maximum letter of credit amount in the Credit Support Agreement.

Events Requiring Stockholder Approval by Total. Until the first time that Total, together with the controlled subsidiaries of Total S.A., owns 50% or less of the outstanding voting power of our company or 40% or less of the outstanding voting power of our company when at least \$100 million in Guarantees are outstanding pursuant to the Credit Support Agreement and, thereafter, for so long as (1) any loans by Total S.A. to us remain outstanding, (2) any guarantees by Total S.A. of any of our indebtedness remain outstanding, or (3) any other continuing obligation of Total S.A. to or for the benefit of us remain outstanding (“Total Stockholder Approval Period”), neither we (including any of our controlled subsidiaries) nor our Board may effect any of the following without first obtaining the approval of Total:

- any amendment to our Certificate of Incorporation or By-laws;
- any transaction pursuant to which we or any company that we control acquires or otherwise obtains the ownership or exclusive use of any business, property or assets of a third party if as of the date of the consummation of such transaction the aggregate net present value of the consideration paid or to be paid exceeds the lower of (i) 15% of our then-consolidated total assets or (ii) 15% of our market capitalization;
- any transaction pursuant to which a third party obtains ownership or exclusive use of any of our business, property or assets or those of any company that we control if as of the date of the consummation of such transaction the aggregate net present value of the consideration received or to be received exceeds the lower of (i) 10% of our then-consolidated total assets or (ii) 10% of our market capitalization;
- the adoption of any shareholder rights plan or certain changes to our existing shareholder rights plan;
- except for the incurrence of certain permitted indebtedness, the incurrence of additional indebtedness in excess of the difference, if any, of 3.5 times our LTM EBITDA (as defined in the Affiliation Agreement) less our Outstanding Gross Debt (as defined in the Affiliation Agreement);
- subject to certain exceptions, any voluntary dissolution or liquidation of our company or any company that we control;
- any voluntary bankruptcy filing by us or any company that we control or the failure to oppose any other person’s bankruptcy filing or action to appoint a receiver of our company or any company that we control; or
- any repurchase of our common stock.

Certain Matters Related to SunPower’s Shareholder Rights Plan. Until the Total Group beneficially owns less than 15% of the outstanding voting power of our company, neither we nor our Board is permitted to adopt any shareholder rights plan or make certain changes to our existing shareholder rights plan without the approval of Total.

Covenants of Total and SunPower. In order to effect the transactions contemplated by the Affiliation Agreement, each of Total and we have committed to taking certain actions. With respect to us, such actions include:

- amending our By-laws to provide that the Total Group may call a special meeting of stockholders in certain circumstances;
- taking certain actions to exculpate Total S.A., Total, any controlled subsidiary of Total S.A. and those of our directors designated by Total from corporate opportunities, to the fullest extent permitted by applicable law;
- taking certain actions to render Delaware’s business combination statute inapplicable to the Total Group and certain future transferees of the Total Group;
- making certain amendments to our shareholder rights plan, including excluding the Total Group from the definition of “Acquiring Person” under such plan;
- renewing our existing shareholder rights plan so long as the Total Group beneficially owns at least 15% of our outstanding voting power; and
- providing Total with certain of our financial information from time to time.

Termination. The Affiliation Agreement generally terminates upon the earlier to occur of (i) Total, together with the controlled subsidiaries of Total S.A., owning less than 10% of the outstanding voting power of our company or (ii) Total, together with the controlled subsidiaries of Total S.A., owning 100% of the outstanding voting power of our company.

Affiliation Agreement Guaranty

Total S.A. entered into a guaranty (the “Affiliation Agreement Guaranty”) in connection with the Tender Offer and entry into the Affiliation Agreement, pursuant to which Total S.A. unconditionally guarantees the full and prompt payment of Total S.A.’s, Total’s and each Total S.A. controlled company’s payment obligations under the Affiliation Agreement and the full and prompt performance of their respective representations, warranties, covenants, duties and agreements contained in the Affiliation Agreement.

Research & Collaboration Agreement

In connection with the Tender Offer, we and Total entered into a Research & Collaboration Agreement (the “R&D Agreement”) that establishes a framework under which the parties engage in long-term research and development collaboration (the “R&D Collaboration”). The R&D Collaboration encompasses a number of different projects (“R&D Projects”), with a focus on advancing our technology position in the crystalline silicon domain, as well as ensuring our industrial competitiveness.

The R&D Agreement contemplates a joint committee (the “R&D Strategic Committee”) to identify, plan and manage the R&D Collaboration. Due to the impracticability of anticipating and establishing all of the legal and business terms that would be applicable to the R&D Collaboration or to each R&D Project, the R&D Agreement sets forth broad principles applicable to the parties’ potential R&D Collaboration, and the R&D Strategic Committee establishes the particular terms governing each particular R&D Project consistent with the terms set forth in the R&D Agreement. In fiscal 2017, Total contributed \$0.1 million to us under the R&D Agreement.

Registration Rights Agreement

In connection with the Tender Offer, we and Total entered into a customary registration rights agreement (the “Registration Rights Agreement”) related to Total’s ownership of shares of our common stock. The Registration Rights Agreement provides Total with shelf registration rights, subject to certain customary exceptions, and up to two demand registration rights in any 12-month period, also subject to certain customary exceptions. Total also has certain rights to participate in any registrations of securities that we initiate. We will generally pay all costs and expenses we incur and that Total incurs in connection with any shelf or demand registration (other than selling expenses incurred by Total). We and Total have also agreed to certain indemnification rights under the Registration Rights Agreement. The Registration Rights Agreement terminates on the first date on which: (i) the shares held by Total constitute less than 5% of our then-outstanding common stock; (ii) all of our securities held by Total may be immediately resold pursuant to Rule 144 promulgated under the Exchange Act during any 90-day period without any volume limitation or other restriction; or (iii) we cease to be subject to the reporting requirements of the Exchange Act.

The Registration Rights Agreement was amended on May 29, 2013, in connection with the issuance of our 0.75% Senior Convertible Debentures due 2018, to provide that convertible debentures and our common stock underlying such debentures are “registrable securities” within the meaning of the Registration Rights Agreement.

Stockholder Rights Plan

On April 28, 2011, before the execution of the Tender Offer Agreement, we entered into an amendment (the “Rights Agreement Amendment”) to the Rights Agreement, dated August 12, 2008, by and between us and Computershare Trust Company, N.A., as Rights Agent (the “Rights Agreement”), in order to, among other things, render the rights therein inapplicable to each of: (i) the approval, execution or delivery of the Tender Offer Agreement; (ii) the commencement or consummation of the Tender Offer; (iii) the consummation of the other transactions contemplated by the Tender Offer Agreement and the related agreements; and (iv) the public or other announcement of any of the foregoing.

On June 14, 2011, we entered into a second amendment to the Rights Agreement (the “Second Rights Agreement Amendment”), in order to, among other things, exempt Total, Total S.A. and certain of their affiliates and certain members of a group of which they may become members from the definition of “Acquiring Person” thereunder, such that the rights issuable pursuant to the Rights Agreement will not become issuable in connection with the completion of the Tender Offer.

By-laws Amendment

On June 14, 2011, our Board approved amendments of our By-laws as required under the Affiliation Agreement. The amendments: (i) allow any member of the Total Group to call a meeting of stockholders for the sole purpose of considering and voting on a proposal to effect a Total Merger or a Transferee Merger (as defined in the Affiliation Agreement); (ii) provide that the number of directors of our Board shall be determined from time to time by resolution adopted by the affirmative vote of a majority of our entire Board at any regular or special meeting; and (iii) require, before the termination of the Affiliation Agreement, the approval of a majority of our independent directors to amend our By-laws so long as Total, together with the controlled subsidiaries of Total S.A., owns at least 30% of our voting securities as well as require, before the termination of the Affiliation Agreement, Total's written consent during the Total Stockholder Approval Period to amend the By-laws. In November 2011, our By-laws were amended to remove restrictions prohibiting stockholder consents in writing. On November 3, 2017, our By-laws were amended to provide that the designation of the office of president is not mandatory, in addition to effecting certain other minor clarifying changes for purposes of administrative ease and alignment with our current organization.

The Credit Support Agreement, Letter Agreement, Affiliation Agreement, Affiliation Agreement Guaranty, Research and Collaboration Agreement, Registration Rights Agreement, Rights Agreement Amendment, Second Rights Agreement Amendment and By-Law amendments, and amendments thereto, as described above, are attached to, and more fully described in, our Forms 8-K as filed with the SEC on May 2, 2011, June 7, 2011, June 15, 2011, December 23, 2011, May 9, 2017, and November 7, 2017, our Solicitation/Recommendation Statement on Form 14D-9 filed with the SEC on May 3, 2011, and our Forms 10-Q as filed with the SEC on November 2, 2012 and August 10, 2016.

Upfront Warrant

On February 28, 2012, we issued to Total a warrant (the "Upfront Warrant") that is exercisable to purchase 9,531,677 shares of our common stock at an exercise price of \$7.8685 per share, subject to adjustment for customary anti-dilution and other events. The Upfront Warrant, which is governed by a Private Placement Agreement, dated December 23, 2011, and a Compensation and Funding Agreement, dated February 28, 2012, as amended, is exercisable at any time for seven years after its issuance, provided that, so long as at least \$25 million in aggregate of our convertible debt remains outstanding, such exercise will not cause "any person," including Total S.A., to, directly or indirectly, including through one or more wholly owned subsidiaries, become the "beneficial owner" (as such terms are defined in Rule 13d-3 and Rule 13d-5 under the Exchange Act) of more than 74.99% of the voting power of our common stock at such time, a circumstance which would trigger the repurchase or conversion of our existing convertible debt.

Sale of 0.75% Debentures Due 2018

In May 2013, we issued \$300 million in aggregate principal amount of our 0.75% senior convertible debentures due 2018 (the "2018 Debentures") in a private offering. \$200 million in aggregate principal amount of the 2018 Debentures were sold to Total by the initial purchasers of the 2018 Debentures. The 2018 Debentures are convertible into shares of our common stock at any time based on an initial conversion rate of 40.0871 shares of common stock per \$1,000 principal amount of 2018 Debentures (which is equivalent to an initial conversion price of approximately \$24.95 per share of our common stock), subject to adjustment under certain circumstances. The holders of the 2018 Debentures may require us to repurchase their 2018 Debentures under certain circumstances. The 2018 Debentures are subject to redemption at our option under certain circumstances.

Sale of 0.875% Debentures Due 2021

In June 2014, we issued \$400 million in aggregate principal amount of our 0.875% senior convertible debentures due 2021 (the "2021 Debentures") in a private offering. \$250 million in aggregate principal amount of the 2021 Debentures were sold to Total by the initial purchasers of the 2021 Debentures. The 2021 Debentures are convertible into shares of our common stock at any time based on an initial conversion rate of 20.5071 shares of common stock per \$1,000 principal amount of 2021 Debentures (which is equivalent to an initial conversion price of approximately \$48.76 per share of our common stock), subject to adjustment under certain circumstances. The holders of the 2021 Debentures may require us to repurchase their 2021 Debentures under certain circumstances. The 2021 Debentures are subject to redemption at our option under certain circumstances.

Sale of 4.00% Debentures Due 2023

In December 2015, we issued \$425 million in aggregate principal amount of our 4.00% Senior Convertible Debentures due 2023 (the “2023 Debentures”) in a private offering. \$100 million in aggregate principal amount of the 2023 Debentures were sold to Total by the initial purchasers of the 2023 Debentures. The 2023 Debentures are convertible into shares of our common stock at any time based on an initial conversion rate of 32.7568 shares of common stock per \$1,000 principal amount of 2023 Debentures (which is equivalent to an initial conversion price of approximately \$30.53 per share of our common stock), subject to adjustment under certain circumstances. The holders of the 2023 Debentures may require us to repurchase their 2023 Debentures under certain circumstances. The 2023 Debentures are subject to redemption at our option under certain circumstances.

Project Co-Development

In the ordinary course of our business, from time to time we enter into agreements with Total or its affiliates in connection with certain of our international project co-development initiatives, whereby SunPower and Total split the associated costs. In fiscal 2017, such total project co-development costs were approximately \$1.0 million. During the fourth quarter of fiscal 2017, we sold our remaining noncontrolling interests in a co-development project entity to Total, for which we received payment from Total in the amount of \$6.0 million.

During the first quarter of fiscal 2017, in connection with a co-development project between us and Total, Total made a \$0.5 million payment to us in exchange for our ownership interest in the co-development project.

During the first quarter of fiscal 2018, we made a \$0.5 million payment to Total for development services and external expenses in connection with certain co-development projects in Mexico. The projects are expected to be sold to a third-party purchaser.

EPC, O&M Services and Components Agreements

In the ordinary course of our business, from time to time we enter into various engineering, procurement and construction (“EPC”) services, operations and maintenance services (“O&M services”) and component sales agreements relating to solar projects, including EPC services, O&M services and component sales agreements relating to projects owned or partially owned by Total or its affiliates. In fiscal 2017, we received an aggregate of approximately \$43.0 million from Total and its affiliates under EPC services, O&M services and component sales agreements in respect of projects in which Total has a direct or indirect material interest.

On November 9, 2016, we and Total executed a four-year, up to 200-MW supply agreement to support the solarization of Total facilities around the world. This agreement, which was amended and restated in March 2017 with changes not material to us, covers the supply of 150 MW of E-series panels with an option to purchase up to another 50 MW of P-Series panels. As of December 31, 2017, the Company had received \$81.6 million in advance payments from Total, of which \$12.7 million was classified as short-term in the Company’s consolidated balance sheets, based on projected shipment dates. The prepayment is secured by certain of our assets located in the United States and in Mexico.

On March 19, 2018, we and Total, each through certain of our affiliates, executed an agreement whereby we agreed to sell 3.42 MW of photovoltaic modules to Total for a development project in Chile. This agreement provided for payment from Total in the amount of approximately \$1.3 million, 10% of which was paid upon execution of the agreement.

AUDIT COMMITTEE REPORT

The Audit Committee of our Board of Directors serves as the representative of the Board of Directors with respect to its oversight of:

- our accounting and financial reporting processes and the audit of our financial statements;
- the integrity of our financial statements;
- our internal controls;
- our compliance with legal and regulatory requirements and efficacy of and compliance with our corporate policies;
- the independent registered public accounting firm's appointment, qualifications and independence; and
- the performance of our internal audit function.

The Audit Committee also reviews the performance of our independent registered public accounting firm, Ernst & Young LLP, in the annual audit of financial statements and in assignments unrelated to the audit, and reviews the independent registered public accounting firm's fees.

The Audit Committee provides the Board such information and materials as it may deem necessary to make the Board aware of financial matters requiring the attention of the Board. The Audit Committee reviews our financial disclosures, and meets privately, outside the presence of our management, with our independent registered public accounting firm. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements in our Annual Report on Form 10-K for our fiscal year ended December 31, 2017 with management, including a discussion of the quality and substance of the accounting principles, the reasonableness of significant judgments made in connection with the audited financial statements, and the clarity of disclosures in the financial statements. The Audit Committee reports on these meetings to our Board of Directors.

Our management has primary responsibility for preparing our financial statements and for our financial reporting process. In addition, our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our independent registered public accounting firm, Ernst & Young LLP, is responsible for expressing an opinion on the conformity of our financial statements to generally accepted accounting principles, and on the effectiveness of our internal control over financial reporting.

The Audit Committee reports as follows:

- (1) The Audit Committee has reviewed and discussed the audited financial statements for fiscal 2017 with our management.
- (2) The Audit Committee has discussed with Ernst & Young LLP, our independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees" issued by the Public Company Accounting Oversight Board.
- (3) The Audit Committee has received the written disclosures and the letter from Ernst & Young LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee regarding independence, and has discussed with Ernst & Young LLP its independence, including whether Ernst & Young LLP's provision of non-audit services to us is compatible with its independence.

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax services, and other services performed by the independent registered public accounting firm. The policy provides for pre-approval by the Audit Committee (or its Chair pursuant to delegated authority) of specifically defined audit and non-audit services. Unless the specific service has been previously pre-approved with respect to that fiscal year, the Audit Committee (or its Chair pursuant to delegated authority) must approve the specific service before the independent registered public accounting firm is engaged to perform such services for us.

Based on the review and discussion referred to in items (1) through (3) above, the Audit Committee recommended to our Board of Directors, and the Board approved, the inclusion of our audited financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the SEC.

The foregoing report was submitted by the Audit Committee of the Board and shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A promulgated by the SEC or Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any prior or subsequent filing by us under the Securities Act of 1933 or the Exchange Act.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
Thomas R. McDaniel, Chair
Catherine A. Lesjak
Pat Wood III

DIRECTOR COMPENSATION

The following table sets forth a summary of the compensation we paid to our non-employee directors for fiscal 2017. The table does not include Mr. Werner, who did not receive separate compensation for his service on the Board.

2017 Director Compensation Table

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽⁴⁾	Total (\$)
Total-designated members of the Board ⁽³⁾	—	—	—
Catherine Lesjak	100,000	300,016	400,016
Thomas R. McDaniel	100,000	300,016	400,016
Pat Wood III	125,000	300,016	425,016

- (1) The amounts reported in this column represent the aggregate cash retainers received by the non-employee directors for fiscal 2017, but do not include amounts reimbursed to the non-employee directors for expenses incurred in connection with attending Board and committee meetings.
- (2) The amounts reported in this column represent the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board (or FASB) Accounting Standards Codification (“ASC”) Topic 718 for restricted stock units granted to our non-employee directors in fiscal 2017, as further described below. Each non-employee director received the following grants of restricted stock units on the following dates with the following grant date fair values (please note that some amounts reported may not add up exactly due to rounding on an award-by-award basis):

Non-Employee Director	Grant Date	Restricted Stock Units (#)	Grant Date Fair Value (\$)
Catherine Lesjak	2/13/17	10,505	\$75,006
	5/11/2017	10,108	\$75,001
	8/11/2017	8,065	\$75,005
	11/13/2017	8,651	\$75,004
Thomas R. McDaniel	2/13/17	10,505	\$75,006
	5/11/2017	10,108	\$75,001
	8/11/2017	8,065	\$75,005
	11/13/2017	8,651	\$75,004
Pat Wood III	2/13/17	10,505	\$75,006
	5/11/2017	10,108	\$75,001
	8/11/2017	8,065	\$75,005
	11/13/2017	8,651	\$75,004

- (3) Messrs. Badoual and Larenaudie joined our Board on November 3, 2017. Messrs. Lauré and Wolffsheim resigned from our Board on October 31, 2017.
- (4) As of December 31, 2017, no other non-employee directors held stock awards and no non-employee directors held stock options.

2017 Director Compensation Program

Our outside director compensation policy provides for the compensation set forth below for our non-employee directors, other than the Total-nominated directors:

- an annual fee of \$400,000 (\$100,000 quarterly) for our non-employee directors (other than the Chairman of the Board) for service on our Board and on Board committees;
- if our Chairman is an independent director, an annual fee of \$450,000 (\$112,500 quarterly) to our Chairman of the Board for service on our Board and on Board committees; and
- an additional annual fee of \$25,000 (\$6,250 quarterly) to the lead independent director.

Our policy provides that these annual fees are prorated on a quarterly basis for any director that joins the Board during the year. The \$25,000 additional fee payable to the lead independent director is paid in cash. Any fees payable to the Chairman of the Board are paid in the form of restricted stock units. The other fees are paid on a quarterly basis, 25% in cash on or about the date of the quarterly Board meeting and 75% in the form of fully-vested restricted stock units on the 11th day in the second month of each quarter (or on the next trading day if such day is not a trading day).

Any fractional shares resulting from this calculation are rounded up to a full share. The restricted stock units are settled in shares of our common stock within seven days of the date of grant. Because Mr. Werner is our Chief Executive Officer, he is not separately compensated for his service as Chairman of the Board. Similarly, because each of our Total-nominated directors do not qualify as independent directors under our director compensation policy, such individuals receive no director compensation.

Stock Ownership Guidelines

In 2015, we adopted stock ownership guidelines for our Chief Executive Officer, certain executive officers, and non-employee directors. Under the guidelines and subject to certain exceptions, non-employee directors are expected to own shares of our common stock that have a value equal to five times the annual cash retainer they receive for serving on our Board, with ownership measured at the end of each calendar year. Shares may be owned directly by the individual, owned by the individual's spouse, or held in trust for the benefit of the individual's family. Each non-employee director is expected to maintain ownership at or above the threshold applicable to them beginning the later of December 31, 2020 or five years after first becoming subject to the guidelines.

PROPOSAL TWO

ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and Section 14A of the Exchange Act, we are asking our stockholders to again vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

As described in detail under the headings "*Compensation Discussion and Analysis*" and "*Executive Compensation*," we have adopted an executive compensation philosophy designed to deliver competitive total compensation to our executive officers upon the achievement of financial and strategic performance objectives. In order to implement that philosophy, the Compensation Committee has established a disciplined process for adopting executive compensation programs and individual executive officer pay actions that includes the analysis of competitive market data, a review of each executive officer's role, performance assessments and consultation with the Compensation Committee's independent compensation consultant. Please read the "*Compensation Discussion and Analysis*" and "*Executive Compensation*" sections for additional details about our executive compensation programs, including information about the fiscal 2017 compensation of our named executive officers.

2017 Compensation Features. Our compensation programs are intended to align our executive officers' interests with those of our stockholders by rewarding performance that meets or exceeds the goals that the Compensation Committee establishes with the objective of increasing stockholder value. The Compensation Committee annually reviews the compensation programs for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices. Among the program features incorporated by the Compensation Committee in fiscal 2017 to implement the executive compensation philosophy stated above are the following:

- Non-GAAP revenue, adjusted EBITDA, and cash and cash equivalents metrics¹ and corresponding performance targets, along with corporate milestone performance targets and individual modifiers assigned based on individual performance, determined the actual payouts under our performance-based cash bonus programs (specifically, the 2017 Corporate Annual Bonus Program and the Executive Semi-Annual Incentive Bonus Plan) for our named executive officers.
- Long-term incentives in the form of time- and performance-based restricted stock units comprised a large portion of each named executive officer's compensation and are linked to the long-term performance of our stock. Restricted stock units generally vest over four years, and performance-based restricted stock units are earned only after the achievement of corporate performance targets and also generally vest over a four-year period.
- Earning performance-based restricted stock units depends on the achievement of performance targets corresponding to our non-GAAP revenue, adjusted EBITDA, and cash and cash equivalents metrics, as well as other individualized metrics (in the case of certain of our executive officers).
- Individual performance was also measured for each half of the fiscal year based on each named executive officer's achievement of his or her personal Key Results, which support our corporate, strategic, and operational milestones, as well as other individual performance factors, as evaluated by our Chief Executive Officer (or, in the case of our Chief Executive Officer, by the Board) in connection with the assignment of an individual modifier to each named executive officer.
- Our change of control severance agreements do not entitle our named executive officers to payment without termination of employment following a change of control (a "double trigger").

Our financial and operational performance was the key factor in the compensation decisions and outcomes for fiscal 2017, as further described in "*Compensation Discussion and Analysis*" and "*Executive Compensation*." One of the core tenets of our executive compensation philosophy is our emphasis on performance pay. As highlighted in the

¹ Non-GAAP revenue and adjusted EBITDA (defined as net income before income taxes, interest income, depreciation, and amortization) are non-GAAP financial measures. See "*Use of Non-GAAP Financial Measures*" below.

Compensation Components chart in “*Compensation Discussion and Analysis*,” in fiscal 2017, a large portion of our named executive officers’ target compensation (92% for our Chief Executive Officer and averaging 74% for our other named executive officers) consisted of annual and semi-annual incentive bonus programs and long-term equity incentives.

The Compensation Committee believes that our executive compensation programs, executive officer pay levels, and individual pay actions approved for our executive officers, including our named executive officers, are directly aligned with our executive compensation philosophy and fully support its goals. In fiscal 2017: (i) performance with respect to our annual revenue metric exceeded the minimum performance level but fell short of the target performance level, (ii) performance with respect to our adjusted EBITDA metric and cash and cash equivalents metric exceeded the relevant target performance levels but did not reach the maximums, and (iii) the Compensation Committee exercised its negative discretion to adjust the results for certain non-recurring accounting charges, which, combined, resulted in regular performance-based restricted stock awards granted to our named executive officers being earned at 100% of the target level, and additional performance-based restricted stock awards granted to our chief executive officer being earned at approximately the target level. Our corporate performance in fiscal 2017 also resulted in aggregate cash bonus awards under our performance-based cash bonus programs at approximately the target level.

We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation. This vote is not intended to address any specific compensation item, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, the Board recommends that our stockholders vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that, on an advisory basis, the compensation of SunPower’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and related narratives and descriptions in SunPower’s proxy statement for the Annual Meeting, is hereby APPROVED.”

Vote Required

The non-binding advisory vote on named executive officer compensation requires the affirmative vote of the holders of a majority of our stock having voting power and in attendance or represented by proxy at the Annual Meeting. “Broker non-votes” have no effect and will not be counted towards the vote total for this proposal. Abstentions will have the effect of votes against this proposal.

Although the say-on-pay vote is advisory, and therefore not binding on us, the Compensation Committee or our Board, our Board and our Compensation Committee value the opinions of our stockholders. To the extent there is any significant vote against our named executive officers’ compensation as disclosed in this proxy statement, we expect to consider our stockholders’ concerns and the Compensation Committee expects to evaluate whether any actions are necessary to address those concerns.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC ON A NON-BINDING, ADVISORY BASIS.

EXECUTIVE OFFICERS

Biographical information for our executive officers, other than Mr. Werner, is listed below. Biographical information for Mr. Werner, who is both a director and an executive officer of the Company, can be found in the section entitled “*Proposal One—Re-election of Class I Directors.*”

Name	Age	Position
Charles D. Boynton	50	Executive Vice President and Chief Financial Officer
Kenneth L. Mahaffey	49	Executive Vice President and General Counsel
William P. Mulligan III	57	Executive Vice President, Global Operations
Douglas J. Richards	59	Executive Vice President, Administration

Mr. Charles D. Boynton has served as our Executive Vice President and Chief Financial Officer since March 2012, and has led our global power plants business unit since August 2017. From October 2016 to March 2018, he also served as our Principal Accounting Officer. In March 2012, Mr. Boynton served as our Acting Financial Officer. From June 2010 to March 2012, he served as our Vice President, Finance and Corporate Development, where he drove strategic investments, joint ventures, mergers and acquisitions, field finance and finance, planning and analysis. Mr. Boynton has also served as the Chairman and Chief Executive Officer of 8point3 General Partner LLC, the general partner of 8point3 Energy Partners LP, since March 2015. Before joining SunPower in June 2010, Mr. Boynton was the Chief Financial Officer for ServiceSource, LLC from April 2008 to June 2010. From March 2004 to April 2008, he served as the Chief Financial Officer at Intelliden. Earlier in his career, Mr. Boynton held key financial positions at Commerce One, Inc., Kraft Foods, Inc., and Grant Thornton, LLP. He is a member of the board of trustees of the San Jose Technology Museum of Innovation and has served as Chairman and Chief Executive Officer of 8Point3 Energy Partners LP since June 2015. Mr. Boynton was a certified public accountant, State of Illinois, and a Member FEI, Silicon Valley Chapter. Mr. Boynton earned his master’s degree in business administration at Northwestern University and his Bachelor of Science degree in business from Indiana University.

Mr. Kenneth L. Mahaffey has served as our Executive Vice President, General Counsel, Chief Ethics and Compliance Officer, and Corporate Secretary since February 2018. From November 2016 to February 2018, he served as our Executive Vice President, General Counsel, and Corporate Secretary. Mr. Mahaffey previously served as our Vice President, General Counsel, Global Business Units, from January 2007 to October 2016. From September 2006 to January 2007, he served as Associate General Counsel of PowerLight Corporation, a solar system integration company that we acquired in January 2007 and subsequently renamed SunPower Corporation, Systems. Before PowerLight, Mr. Mahaffey was in private practice from 1995 to 2006. Mr. Mahaffey has a Bachelor of Arts degree from University of California, San Diego, and a Juris Doctor degree from McGeorge School of Law, University of the Pacific.

Dr. William P. Mulligan III has served as our Executive Vice President, Global Operations, since February 2017, responsible for leading our global operations and worldwide materials sourcing. Dr. Mulligan originally joined SunPower in 1998 and worked for more than 12 years as Vice President of research and development, where he led the development of our PV cell technology and the world’s highest efficiency commercial solar panel. He left SunPower in 2010, but returned four years later with our acquisition of SolarBridge, where he was serving as President and Chief Executive Officer. Most recently, he was SunPower’s Vice President, Upstream Strategy. He also serves on the board of directors of Dongfang Huansheng Photovoltaic (Jiangsu) Co., Ltd., our manufacturing joint venture in China. Dr. Mulligan has more than 30 years of solar and microelectronics industry experience, and prior to SunPower served in various engineering and management positions at JX Crystals, Inc., the National Renewable Energy Laboratory, AstroPower, and Fairchild/National Semiconductor. Dr. Mulligan received dual undergraduate degrees in chemistry and history from the University of Washington, a master’s of science in chemical engineering from the University of Michigan, and his doctorate in materials science from the Colorado School of Mines. He holds 10 patents and has authored more than 30 publications related to solar energy.

Mr. Douglas J. Richards has served as our Executive Vice President, Administration, since November 2011. From April 2010 to October 2011, Mr. Richards served as our Executive Vice President, Human Resources and Corporate Services. From September 2007 to March 2010, Mr. Richards served as our Vice President, Human Resources and Corporate Services. From 2006 to 2007, Mr. Richards was Vice President of Human Resources and Administration for SelectBuild, a construction services company and a wholly owned subsidiary of BMHC, and from 2000 to 2006, Mr. Richards was Senior Vice President of Human Resources and Administration for BlueArc, a provider of high performance unified network storage systems to enterprise markets. Before BlueArc, Mr. Richards spent 10 years at Compaq Computer Corporation and five years at Apple Computer, Inc. in various management positions. Mr. Richards graduated from California State University, Chico, with a Bachelor of Arts degree in public administration.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides a detailed review and analysis of our compensation policies and programs that applied to our named executive officers during the fiscal year ended December 31, 2017. Our named executive officers, as set forth in the following table, were our Chief Executive Officer, our Chief Financial Officer, and the next three most highly-compensated executive officers serving as of December 31, 2017.

Name	Title
Thomas H. Werner	Chief Executive Officer
Charles D. Boynton	Executive Vice President and Chief Financial Officer
Kenneth L. Mahaffey	Executive Vice President and General Counsel
William P. Mulligan III	Executive Vice President, Operations
Douglas J. Richards	Executive Vice President, Administration

Executive Summary

Our compensation programs are intended to align our named executive officers' interests with those of our stockholders by rewarding performance that meets or exceeds the goals that the Compensation Committee establishes with the ultimate objective of increasing stockholder value. We have adopted an executive compensation philosophy designed to deliver competitive total compensation upon the achievement of financial and strategic performance objectives. The total compensation received by our named executive officers varies based on corporate and individual performance, as measured against performance goals. Therefore, a significant portion of each named executive officer's total pay is tied to Company performance (see the "2017 Compensation Components" chart below).

In fiscal 2017, we continued a significant restructuring as a response to market challenges, which impacted our financial and operational results for fiscal 2017:

- We achieved \$2.1 billion in non-GAAP revenue and Adjusted EBITDA of \$191.5 million (a GAAP net loss of \$0.25 per diluted share), and ended the year with \$435 million in cash and cash equivalents in fiscal 2017², exceeding our performance targets for Adjusted EBITDA and cash and cash equivalents, but falling short of our revenue target performance level.
- We continued a major restructuring undertaken at the end of fiscal 2016, scaling back our power plants approach and realigning our development business to focus on core markets.
- We completed construction of a 28-MW solar power system at Vandenberg Air Force Base in California, completed and sold the 110-MW El Pelicano project in Chile, and an 8.79-MW solar system at Toyota Motor North America's 100-acre headquarters in Texas, and we were awarded 510 MW (more than any other solar panel brand) in the first two rounds of France's CRE tender process.
- Our residential MW deployments grew more than 25% in fiscal 2017, and we introduced EDDiE™, our next-generation digital sales tool and design engine, and saw increasing adoption by our dealers.
- We achieved record performance in our existing manufacturing facilities, continued the ramp of our P-Series product in Mexico, ramped P-Series production at our manufacturing joint venture facility in China, and launched a new pilot line in Silicon Valley for our next generation cell and module technology.
- We ended the year with a commercial project pipeline of over \$2.5 billion.

² To supplement its consolidated financial results presented in accordance with U.S. generally accepted accounting principles (GAAP), the Company uses non-GAAP measures that are adjusted for certain items from the most directly comparable GAAP measures, as described below in the section entitled "Use of Non-GAAP Financial Measures". The specific non-GAAP measures used are non-GAAP revenue and adjusted earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA). These non-GAAP measures are not prepared in accordance with GAAP or intended to be a replacement for GAAP financial data; the non-GAAP measures should be reviewed together with the GAAP measures and are not intended to serve as a substitute for results under GAAP, and may be different from non-GAAP measures used by other companies. Non-GAAP revenue includes adjustments relating to 8point3, utility and power plant projects, the sale of operating lease assets, and sale-leaseback transactions, each as described below in "Use of Non-GAAP Financial Measures." In addition to the same adjustments as non-GAAP revenue, Adjusted EBITDA includes adjustments relating to above-market polysilicon, stock-based compensation, amortization of intangible assets, depreciation of idle equipment, non-cash interest expense, arbitration ruling, goodwill impairment, restructuring expense, IPO-related costs, cash interest expense (net of interest income), provision for (benefit from) income taxes, depreciation, the tax effect of these non-GAAP adjustments, and other items, each as described below in "Use of Non-GAAP Financial Measures." Cash and cash equivalents are as measured on the Company's balance sheet as of the end of the fiscal year.

- We successfully launched our SunPower Solutions business line, and began offering the fully-integrated SunPower® Oasis® Power Plant platform directly to solar power plant developers and engineering, procurement and construction providers, ending the year with bookings of more than 600 MW.

For fiscal 2017, our financial performance and the difficult market environment we faced were the key factors in the compensation decisions and outcomes for the year. In fiscal 2017, the highlights of our named executive officer compensation program were as follows:

- Our annual bonus program incorporated financial metrics that we believe align our compensation practices with our business goals and, correspondingly, align executives' interests with stockholders' interests. Achievement of performance targets related to our revenue, adjusted EBITDA, and cash and cash equivalents, along with achievement of our corporate milestone performance targets and individual modifiers assigned based on individual performance determined the actual payouts under our performance-based cash bonus programs (specifically, the 2017 Corporate Annual Bonus Program and the Amended and Restated Executive Semi-Annual Incentive Bonus Plan, which we refer to as our Executive Semi-Annual Plan) for our named executive officers. Our corporate performance in fiscal 2017 resulted in aggregate cash bonus awards under these programs at approximately the target level. Performance metrics, thresholds, and targets are further described below in "*Executive Compensation—Non-Equity Incentive Plan Compensation.*"
- Long-term incentives in the form of time- and performance-based restricted stock units comprised more than 50% of each named executive officer's compensation and were linked to the long-term performance of our stock. Restricted stock units generally vest over three or four years. Performance-based restricted stock units were earned only after the achievement of corporate performance targets and, to the extent earned, generally vest over a three- or four-year period.
- Certain performance-based restricted stock units granted in 2017 to each of our named executive officers were only earned if we achieved performance targets set in respect of our revenue, Adjusted EBITDA, and cash and cash equivalent metrics. Performance with respect to the revenue target exceeded the minimum performance level but fell short of the target performance level, and performance with respect to the Adjusted EBITDA and cash and cash equivalents targets exceeded the relevant target performance levels but fell short of the maximum, and the Compensation Committee exercised its negative discretion to adjust the results for certain non-recurring accounting charges, which resulted in 100% of these equity awards being earned. Performance metrics, thresholds, and targets are further described below in "*Executive Compensation—Equity Incentive Plan Compensation.*"
- Additional performance-based restricted stock units granted in 2017 to Mr. Werner were only earned if we achieved performance targets set in respect of other specified metrics relating to other strategic goals. Those awards, as well as performance metrics, and achievement levels with respect to all such awards, are further described below in "*Executive Compensation—Equity Incentive Plan Compensation.*"
- Effective August 1, 2016, at Mr. Werner's request in light of difficult market conditions and to set an example for cost reduction across the organization, Mr. Werner's salary was reduced to \$1, net of benefit costs, for the remainder of fiscal 2016. Also at Mr. Werner's request in light of continuing difficult market conditions, his reduced salary was continued through the first fiscal quarter of 2017.
- In fiscal 2017, we raised Mr. Werner's salary from \$1, net of benefit costs, to its pre-2016 level of \$600,000, effective April 1, 2017. We did not raise the salary of any of our other named executive officers.
- Our change of control severance agreements entitle our named executive officers to severance benefits only in connection with termination of employment following a change of control.

In fiscal 2017, a significant majority of our named executive officers' target compensation (90% for our Chief Executive Officer, before taking into account his salary reduction, and averaging 74% for our other named executive officers) consisted of semi-annual and annual bonus programs and long-term equity incentives.

At our 2017 Annual Meeting of Stockholders, our stockholders voted to approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement for that meeting. We refer to this vote as our Say-on-Pay vote. In addition, our stockholders voted, on an advisory basis, as to the frequency of future Say-on-Pay votes. The greatest number of votes were cast in favor of holding an advisory vote every year, which was

also the frequency recommended to the stockholders by our Board of Directors, and accordingly we will continue to hold a Say-on-Pay vote every year until the next required vote on the frequency of Say-on-Pay. Our Compensation Committee considered the results of the Say-on-Pay vote (which received 90.0% approval of the votes cast) at its meetings after the Say-on-Pay vote when it set annual executive compensation. After our Compensation Committee reviewed the stockholders' approval of the Say-on-Pay vote in 2017, our Compensation Committee decided to maintain the general framework of our fiscal 2016 compensation policies and programs for our named executive officers in fiscal 2017, with certain modifications, as it believed such programs continued to be in the best interest of our stockholders.

The following discussion should be read together with the information we present in the compensation tables, the footnotes and narratives to those tables and the related disclosure appearing in "*Executive Compensation*" below.

General Philosophy and Objectives

In fiscal 2017, we continued to operate a compensation program designed primarily to reward our named executive officers based on our financial performance and the achievement of corporate objectives consistent with increasing long-term stockholder value. Our compensation program continued to be based on the following principal goals:

- aligning executive compensation with business objectives and performance;
- enabling us to attract, retain, and reward executive officers who contribute to our long-term success; and
- providing long-term incentives to executives to work to maximize stockholder value.

In order to implement our philosophy, the Compensation Committee has a disciplined process for adopting executive compensation programs and individual executive officer pay actions that includes the analysis of competitive market data, a review of each executive officer's role, performance assessments, and consultation with the Compensation Committee's independent compensation consultant, as described below.

The Compensation Committee believes that the most effective executive compensation program is one that rewards the achievement of specific corporate and financial goals, with the ultimate objective of increasing stockholder value. In addition, we believe the mix of base salary, performance-based cash awards, and time-based and performance-based equity awards provides proper incentives without encouraging excessive risk taking. We believe that the risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on our company.

Compensation Setting Process

The Compensation Committee is responsible for managing the compensation of our executive officers, including our named executive officers, in a manner consistent with our compensation philosophy. In accordance with the "controlled company" exception under the applicable listing standards of The NASDAQ Stock Market, our Compensation Committee is composed of two independent directors and two directors designated by our controlling stockholder, Total. We also have a Section 16/162(m) Subcommittee of the Compensation Committee consisting solely of independent directors available to approve certain compensation matters in accordance with Section 162(m) of the Code and Rule 16b-3 of the Exchange Act. The Compensation Committee establishes our compensation philosophy and objectives and annually reviews and, as necessary and appropriate, adjusts each named executive officer's compensation. The Compensation Committee offered our named executive officers total target compensation opportunities ranging from the 25th percentile to the 75th percentile of our peer group of companies (as further described below) during fiscal 2017. In general, the Compensation Committee's philosophy is to set total target compensation between the 50th percentile and 75th percentile of our peer group; certain exceptions in fiscal 2017 are detailed in "*Benchmarking*" below. When determining appropriate compensation for the named executive officers, the Compensation Committee considered the advice of an independent compensation consultant, recommendations from management and internal compensation specialists, practices of companies within our peer group, our performance, our business plan and individual performance. As part of this process, the compensation consultant prepared a competitive analysis of our compensation program, and management presented its recommendations regarding base salary, time- and performance-based equity awards and performance targets under our 2017 Annual Bonus Programs and Executive Semi-Annual Bonus Plan to the Compensation Committee for its review and consideration. The Compensation Committee accepts, rejects, or accepts as modified, management's various recommendations regarding compensation for the named executive officers other than our Chief Executive

Officer. The Compensation Committee also approves, after modification, management's recommendations on various performance targets and milestones. The Compensation Committee met without our Chief Executive Officer when reviewing and establishing his compensation.

Compensation Consultant and Peer Group

In fiscal 2017, the Compensation Committee again directly engaged and retained Radford, a compensation consulting firm and a business unit of Aon Hewitt, to identify and maintain a list of our peer group of companies. The Compensation Committee selected Radford on the basis of its experience and familiarity with the technology industry. The Compensation Committee established the peer group used in connection with fiscal 2017 compensation decisions consistent with the Compensation Committee's belief that the peer group should closely match our business, and be based on our historical and anticipated growth. In comparison to our peer group used for purposes of setting fiscal 2016 compensation, our peer group in fiscal 2017 was updated to remove three companies, Altera Corporation, Fairchild Semiconductor International, Inc., and SunEdison, Inc., and to add two companies, Sensata Technologies Holding and Woodward, Inc. We made these changes taking into account merger and bankruptcy activity in our fiscal 2016 peer group, as well as our own restructuring changes, the refocusing of our business, and changes in solar markets. The final peer group was selected using a mix of the following factors:

- Publicly-traded semiconductor, clean technology, and broader high-technology industry companies; and
- Companies with between 30% and 300% of each of our annual revenues, market value and employee headcount.

The Compensation Committee believes the characteristics of our fiscal 2017 peer group closely match those of our core business. The companies included in our peer group for purposes of establishing fiscal 2017 compensation are listed below:

- | | |
|--------------------------------|--|
| • Advanced Micro Devices, Inc. | • Lam Research Corporation |
| • Analog Devices, Inc. | • Linear Technology Corporation |
| • ARRIS Group, Inc. | • Marvell Technology Group Ltd. |
| • AVX Corporation | • NVIDIA Corporation |
| • Belden Inc. | • ON Semiconductor Corporation |
| • First Solar, Inc. | • Quanta Services, Inc. |
| • FLIR Systems, Inc. | • Sensata Technologies Holding |
| • Hexcel Corporation | • SolarCity Corporation (acquired by Tesla Motors, Inc.) |
| • Itron, Inc. | • Trimble Navigation Limited |
| • JDS Uniphase Corporation | • Waters Corporation |
| • Juniper Networks, Inc. | • Woodward, Inc. |
| • KLA-Tencor Corporation | • Xilinx, Inc. |

Radford provided the Compensation Committee with market information on the peer companies, as well as aggregated data on the broader technology market with respect to base salaries, cash bonus awards as a percentage of base salaries, total cash compensation, equity awards, and total direct compensation. In fiscal 2017, Radford also advised the Compensation Committee in connection with evaluating our compensation practices, developing and implementing our executive compensation program and philosophy, establishing total compensation targets, and setting specific compensation components to reach the determined total compensation targets. We also participated in the Radford Global Technology Survey. Radford did not provide any services to us other than advising the Compensation Committee and us, at the direction of the Compensation Committee, on executive compensation issues. The Compensation Committee has considered and assessed all relevant factors, including, but not limited to, those set forth in Rule 10C-1(b)(4)(i) through (vi) under the Exchange Act, that could give rise to a potential conflict of interest with respect to the compensation consultant described above. Based on this review, the Compensation Committee determined that no material conflict of interest has been raised by the work performed by Radford.

Benchmarking

In making its compensation decisions for our named executive officers for fiscal 2017, the Compensation Committee benchmarked each named executive officer's total compensation to the compensation of individuals in comparative positions at companies in the peer group based on information that management obtained from public

filings, supplemented by data Radford provided from surveys. In general, the Compensation Committee initially established base salaries at the 50th percentile of the peer group and both performance-based cash bonus awards and long-term time- and performance-based equity awards generally above the 50th percentile of the peer group. In establishing incentive opportunities, the Compensation Committee focused on corporate performance so that if our corporate performance was achieved at target levels, the Compensation Committee expected that our named executive officers' total pay would be between the 50th percentile of the peer group and the 75th percentile of the peer group. The Compensation Committee viewed benchmarking as just the beginning, and not the end, of its discussion regarding our named executive officers' pay opportunities for fiscal 2017, and looked to individual performance, the named executive officer's experience in the executive role, and the executive's scope of responsibility being narrower or broader than that of comparable positions at our peer group companies to establish final pay opportunities either above or below the initial benchmarks. In fiscal 2017, target cash compensation (base salary plus target bonus opportunity) was set between the 50th and 75th percentile for each named executive officer except for Mr. Werner and Mr. Mahaffey. Mr. Werner's target cash compensation was set below the 25th percentile due to the reduction in salary to \$1, net of benefit costs that was implemented August 1, 2016 and continued through the first fiscal quarter of 2017. Mr. Mahaffey's target cash compensation was set at the 25th percentile due to his limited time in the role. He was promoted to the position of Executive Vice President and General Counsel on November 1, 2016.

2017 Compensation Components

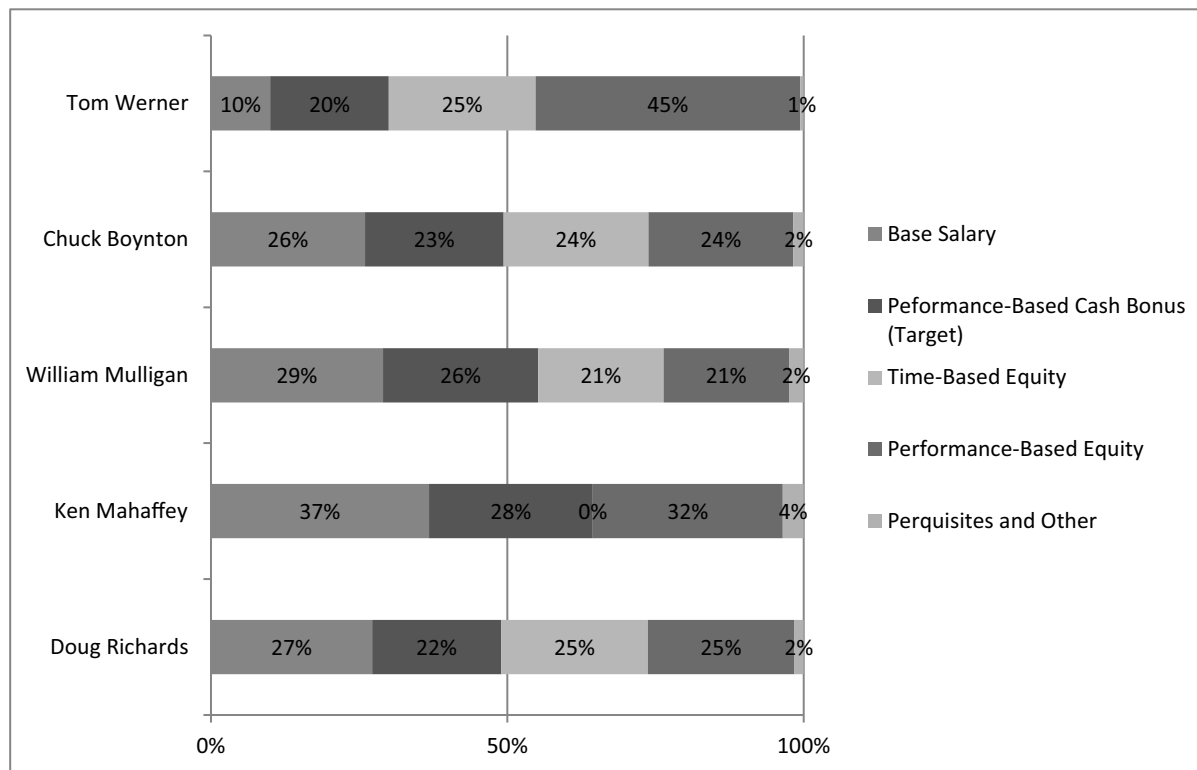
For fiscal 2017, the Compensation Committee allocated total compensation among various pay elements consisting of base salary, performance-based cash bonus awards, time-based equity awards, performance-based equity awards, and perquisites and other compensation. The table below provides an overview of each element of compensation and is followed by a further discussion and analysis of the specific decisions that we made for each element for fiscal 2017:

Compensation Component	Objective and Basis	Form	Practice
Base salary	Fixed compensation that is set at a competitive level for each position to reward demonstrated experience and skills.	Cash	Competitive market ranges are generally established at the 50 th percentile, with consideration for experience and scope of role relative to comparable positions in one peer group.
Performance-based cash bonus awards	Semi-annual and annual incentives that drive our performance and align executives' interests with stockholders' interests.	Cash	Target incentives are set as a percentage of base salary and are based on benchmarking from the 50 th to the 75 th percentile. Actual payment is calculated based on achievement of corporate and individual goals.
Time-based equity awards	Long-term incentive that aligns executives' interests with stockholders' interests and helps retain executives through long-term vesting periods.	Restricted stock units	Target equity awards (time-based plus performance-based) generally set between the 50 th percentile and the 75 th percentile.
Performance-based equity awards	Long-term incentive that focuses and rewards our performance and aligns executives' interests with stockholders' interests and helps retain executives through long-term vesting periods.	Performance stock units	Target equity awards (time-based plus performance-based) generally set between the 50 th percentile and the 75 th percentile. Actual payment is calculated based on achievement of corporate goals.
Perquisites and other compensation	Offered to attract and retain talent and to maintain competitive compensation packages.	Various	Named executive officers are eligible for certain severance benefits pursuant to their employment agreements and our 2016 Management Career Transition Plan. We do not provide any special perquisites to our named executive officers. Named executive officers are eligible to participate in health and welfare benefits and 401(k) matching available to all employees.

The relative proportion of each element for fiscal 2017, as set forth below, was based generally on the Compensation Committee's comparison of compensation that we offered our named executive officers against

compensation offered by peer group companies to their named executive officers, the tax and accounting consequences of certain types of equity compensation, and a desire to allocate a higher proportion of total compensation to performance-based and equity incentive awards.

2017 Compensation Components



Analysis of Fiscal 2017 Compensation Decisions

Base Salary. For fiscal 2017, the Compensation Committee chose not to adjust the base salaries of our named executive officers, with the exception of Mr. Werner, after determining the levels were consistent with market practices and reflective of their roles, skill sets, and performance. In August 2016, we reduced our Chief Executive Officer’s base salary to \$1, net of benefit costs, at his request, in recognition of the difficulties faced by our company and as part of our cost cutting measures, and, at Mr. Werner’s request, the reduced base salary was extended, on an annualized basis, through the first fiscal quarter of 2017, in light of continuing difficult market conditions, and was reinstated at its pre-2016 level, effective as of April 1, 2017, by the Board of Directors.

The table below sets forth the salaries in effect in fiscal 2017 compared with the salaries in effect in fiscal 2016 for each of our named executive officers:

Name	2016 Base Salary (1)	2017 Base Salary (2)	% Increase
Thomas H. Werner	\$347,959 ⁽³⁾	\$428,154 ⁽⁴⁾	23% ⁽⁵⁾
Charles D. Boynton	\$ 470,000	\$ 470,000	—
Kenneth L. Mahaffey ⁽⁶⁾	\$ 272,057	\$ 325,000	19%
William P. Mulligan III ⁽⁷⁾	—	\$ 380,000	—
Douglas J. Richards	\$ 370,000	\$ 370,000	—

(1) These amounts represent 2016 base salaries after April 1, 2016.

(2) These amounts represent 2017 base salaries after April 1, 2017.

(3) Reflects an annualized salary of \$600,000, which was reduced at Mr. Werner’s request as of August 1, 2016 to \$1, net of benefit costs, for the remainder of fiscal 2016.

(4) Reflects a reduced salary of \$1, net of benefit costs, for the first fiscal quarter of 2017, which was reinstated at its previous annualized amount of \$600,000 on April 1, 2017.

- (5) This increase is reflective only of the reinstatement of Mr. Werner's previous annualized salary of \$600,000 on April 1, 2017.
- (6) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (7) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

Performance-Based Cash Bonus Awards. As in the prior fiscal year, we maintained two overall performance-based cash bonus programs during fiscal 2017 in order to link bonus payments to corporate financial goals and operational objectives and to individual performance, but in fiscal 2017, we introduced significant additional tailoring of the performance metrics to each business unit. The first program was our Annual Executive Bonus Plan, under which we adopted five tailored bonus programs (which we refer to collectively as the 2017 Annual Bonus Programs): the 2017 Corporate Annual Bonus Program, the 2017 Global Channels Annual Bonus Program, the 2017 Americas Commercial Annual Bonus Program, the 2017 Power Plants Annual Bonus Program, and the 2017 Marketing Annual Bonus Program. All of our named executive officers participated in the 2017 Corporate Annual Bonus Program, which is discussed in more detail below. The second program was our Executive Semi-Annual Incentive Bonus Plan (referenced as our Semi-Annual Bonus Plan).

The supplemental table below entitled “*Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Table*” sets forth each named executive officer’s target and maximum payout opportunities under both the 2017 Corporate Annual Bonus Program and the Semi-Annual Bonus Plan. Under the terms of both bonus plans, failure to achieve certain corporate or individual metrics could have resulted in zero payouts to an individual for a given period. The column entitled “*2017 Total Non-Equity Incentive Plan Compensation*” in our 2017 Summary Compensation Table below and the footnotes thereto detail the actual payouts awarded under these two bonus plans to each named executive officer for fiscal 2017.

Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Table

Name	2017 Semi-Annual Bonus Plan Target (Aggregate) (\$)	2017 Semi-Annual Bonus Plan Maximum (Aggregate) (\$)	2017 Corporate Annual Bonus Program Target (\$)	2017 Corporate Annual Bonus Program Maximum (\$)
Thomas H. Werner	214,077	334,495	642,231	963,347
Charles D. Boynton	105,750	165,234	317,250	475,875
Kenneth L. Mahaffey (1)	60,938	95,215	182,813	274,219
William P. Mulligan III (2)	82,008	128,138	246,025	369,037
Douglas J. Richards	74,000	115,625	222,000	333,000

- (1) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (2) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

Because we generally set base salaries for our executive officers at the 50th percentile of the range of salaries for executive officers in similar positions and with similar responsibilities at comparable companies, we rely on performance-based cash bonus awards to elevate target total cash compensation to between the 50th percentile and the 75th percentile. In fiscal 2017, target cash compensation (base salary plus target bonus opportunity) was set between the 50th and 75th percentile for each named executive officer except for Mr. Werner and Mr. Mahaffey. Mr. Werner’s target cash compensation was set below the 25th percentile due to the reduction in salary to \$1, net of benefit costs that was implemented August 1, 2016 and continued through the first fiscal quarter of 2017. Mr. Mahaffey’s target cash compensation was set at the 25th percentile due to his limited time in the role.

In fiscal 2017, we allocated 75% of each named executive officer’s aggregate annual target cash bonus awards under the applicable 2017 Annual Bonus Program and 25% under the Executive Semi-Annual Bonus Plan, to tie a significant proportion of our named executive officers’ incentive compensation to our full fiscal year operating and financial results. The table below summarizes the total target payout levels for each named executive officer in each of fiscal 2016 and fiscal 2017, as well as the target payout levels under the 2017 Annual Bonus Programs and the Executive Semi-Annual Bonus Plan (for fiscal 2017), expressed as a percentage of annual base salary. For fiscal 2017, the Compensation Committee maintained target payout levels under these programs at the same percentage of annual salary for each of our named executive officers, after it evaluated the market data, individual performance, and the scope of the named executive officer roles.

Name	2016 Total Target Payout (including Annual and Semi-Annual Programs) as Percentage of Annual Salary	2017 Total Target Payout (including Annual and Semi-Annual Programs) as Percentage of Annual Salary	2017 Semi-Annual Bonus Plan Target Payout as Percentage of Annual Salary	2017 Annual Bonus Programs Target Payout as Percentage of Annual Salary
Thomas H. Werner	200% ⁽¹⁾	200% ⁽²⁾	50%	150%
Charles D. Boynton	90%	90%	22.5%	67.5%
Kenneth L. Mahaffey ⁽³⁾	46% ⁽⁴⁾	75%	19%	56%
William P. Mulligan III ⁽⁵⁾	—	90%	23%	68%
Douglas J. Richards	80%	80%	20%	60%

- (1) Target percentages were set based on Mr. Werner's salary as of April 1, 2016, prior to reduction. Mr. Werner informed the Compensation Committee of his intent to decline any bonus otherwise earned for fiscal 2016, and the Compensation Committee thus used its negative discretion not to award a bonus to Mr. Werner under the 2016 Annual Bonus Program.
- (2) Target percentages were set based on Mr. Werner's salary as of April 1, 2017, following reinstatement of his regular annual salary.
- (3) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (4) Reflects a change in Mr. Mahaffey's target bonus effected as of his promotion on November 1, 2016.
- (5) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

Actual bonus payments for each named executive officer under each of the 2017 Annual Bonus Programs and the Semi-Annual Bonus Plan are formula-driven, and the formulas are used to calculate actual bonus payments. See “*Executive Compensation—Non-Equity Incentive Plan Compensation*” below for more information about these formulas.

In fiscal 2017, we continued to use the annual revenue and Adjusted EBITDA metrics, which we believe to be reflective of the results of our operations, and added a cash and cash equivalents metric. We also further tailored the performance metrics under our 2017 Annual Bonus Programs to apply additional business unit-specific metrics under our 2017 Global Channels Annual Bonus Program, 2017 Americas Commercial Annual Bonus Program, 2017 Power Plants Annual Bonus Program, and 2017 Marketing Annual Bonus Program. Each of our named executive officers participated in our 2017 Corporate Annual Bonus Program, which required the achievement of corporate targets established in respect of our: annual revenue metric (33.3% of payout), annual Adjusted EBITDA metric (33.3% of payout), and cash and cash equivalents metric (33.3% of payout).

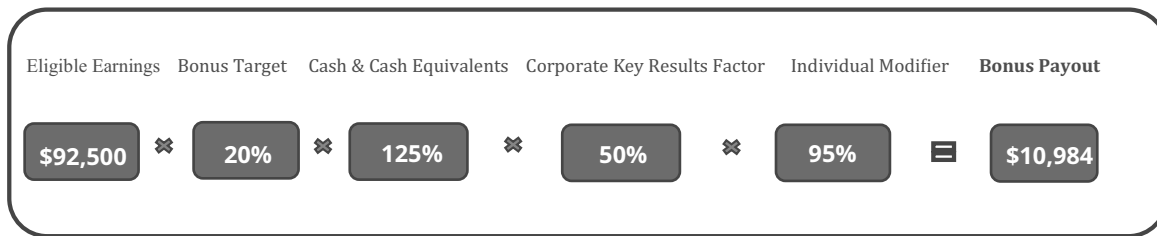
In fiscal 2017, we achieved the following, as calculated under the 2017 Corporate Annual Bonus Program:

Metric	Annual Revenue	Adjusted EBITDA	Cash and Cash Equivalents	Total
Payout Factor	21%	43%	47%	111%

In light of the impact of certain adjustments to our reported Adjusted EBITDA during fiscal 2017, however, the Compensation Committee exercised its negative discretion to reduce the payout to 100%, which it believed was more consistent with our company's actual performance during fiscal 2017. Earned bonus amounts are reflected under “*2017 Total Non-Equity Incentive Plan Compensation*” in the 2017 Summary Compensation Table below.

Payments to our named executive officers under our Semi-Annual Bonus Plan required the achievement of corporate targets set in respect of our semi-annual liquidity metric and quarterly corporate key results, as modified by an individual modifier assigned by the Chief Executive Officer (or, in the case of our Chief Executive Officer, by the Board of Directors) based on his or her individual performance. Such individual modifiers are expressed as a percentage, capped at 125%, and are combined with a Company milestone factor and the level of achievement of our corporate targets, to calculate bonus payments under the plan.

Example Calculation:



We incorporate a “management by objective” system throughout our organization to establish performance goals that supplement our financial goals. Management establishes five-year corporate key results, and then derives from them annual and quarterly corporate key results, which we refer to as Corporate Milestones. Each Corporate Milestone is reviewed, revised and approved by our Board of Directors, and subsequently the scores are reviewed and approved by our Compensation Committee. In addition, each named executive officer, other than our Chief Executive Officer, establishes quarterly personal goals, which we refer to as Key Results, which are approved by the Chief Executive Officer and are intended to be aligned with each quarter’s Corporate Milestones. Quarterly Corporate Milestones in fiscal 2017 included sensitive business objectives applicable to our entire company, focusing on strategic transactions, revenue and margin targets, confidential cost and production targets, technology milestones, bookings targets, major customer transactions, new product development, and manufacturing plans and process enhancements. For fiscal 2017, personal Key Results objectives included executing on confidential revenue and margin targets, product development, and achieving bookings targets, among others. The Board determined the Chief Executive Officer’s Key Results, which consisted solely of the quarterly Corporate Milestones selected after discussion with the Chief Executive Officer. These Corporate Milestones and individual Key Results are typically challenging in nature and designed to encourage the individual to achieve success in his or her position during the performance period. At the end of the year, the Compensation Committee determines the Chief Executive Officer’s individual modifier, and the Chief Executive Officer determines the individual modifier for each other named executive officer, based on achievement of their respective individual Key Results. As reference points, in fiscal 2015, we achieved an average of 74% of our Corporate Milestones, and the average individual modifier assigned to our named executive officers was 92%. In fiscal 2016, we achieved an average of 70.4% of our Corporate Milestones, and the average individual modifier assigned to our named executive officers was 80%, but we did not meet the additional cash trigger adopted in August 2016, and therefore no amounts were paid to our executive officers under the Semi-Annual Bonus Plan in fiscal 2016.

In fiscal 2017, we achieved an average of 76% of our Corporate Milestones, and the average individual modifier assigned to our named executive officers was 99%.

Equity Awards. Our Compensation Committee believes that long-term Company performance is best achieved by an ownership culture that encourages long-term performance by our executive officers through the use of equity-based awards. Our SunPower Corporation 2015 Omnibus Incentive Plan, or 2015 Equity Plan, permits the grant of stock options, stock appreciation rights, restricted shares, restricted stock units, performance shares, and other stock-based awards. Consistent with our goal to attract, retain, and reward executive officers who contribute to our long-term success and provide them incentives to maximize shareholder value, and in light of our setting our target total cash compensation between the 25th and 50th percentiles of our peer group, we targeted long-term equity awards generally approximating the 75th percentile of our peer group. In fiscal 2017, our long-term equity awards ranged from below the 50th percentile to the 75th percentile of our peer group. The Compensation Committee considered the long-term equity awards made to our Chief Executive Officer in 2016, and in fiscal 2017 set Mr. Werner’s target long-term equity awards between the 25th and 50th percentile in order to align his at-risk compensation with stockholder returns and to promote long-term retention. Our other named executive officers’ long-term equity awards were above the 50th percentile if the scope of their responsibilities was significantly broader than that of executives in similar positions at peer companies, and if they had been in their role for more than a year.

The Compensation Committee then allocated long-term equity awards between time-based and performance-based restricted stock units. We believe that time-based restricted stock units provide a more effective retention tool while performance-based restricted stock units provide a stronger performance driver. To balance the advantages of both time-based and performance-based awards, the Compensation Committee decided that annual long-term equity

incentive awards granted to our named executive officers other than the Chief Executive Officer in fiscal 2017 would be made half in the form of performance-based restricted stock units (which could be earned in amounts between 0% and 150% of the target amount) and half in the form of time-based restricted stock units, all of which would vest over four years.

The Compensation Committee decided that annual long-term equity incentive awards granted to Mr. Werner in fiscal 2017 would be made 50% in the form of time-based restricted stock units, all of which would vest over four years, and 50% in the form of performance-based restricted stock units (which could be earned in amounts between 0% and 150% of the target amount), all of which would vest over four years. In addition to these annual awards, the Compensation Committee decided to grant an additional 120,000 performance-based restricted stock units (which could be earned in amounts between 0% and 150% of the target amount) to Mr. Werner, to be earned based on the achievement of performance goals tied to our 2017 Corporate Annual Bonus Program and our Semi-Annual Bonus Plan, all of which would vest on March 31, 2020, as additional incentive for performance, and as a long-term retention measure.

Awards granted and earned in fiscal 2017 were as follows:

Name	Time-Based Restricted Stock Units	Performance-Based Restricted Stock Units (Target)	Performance-Based Restricted Stock Units Earned
Thomas H. Werner	150,000	270,000	257,700
Charles D. Boynton	62,500	62,500	62,500
Kenneth L. Mahaffey	— ⁽¹⁾	40,000	40,000
William P. Mulligan III	37,500	37,500	37,500
Douglas J. Richards	47,500	47,500	47,500

(1) Mr. Mahaffey was awarded restricted stock units in connection with his promotion in November 2016, and thus he did not receive an annual grant in fiscal 2017.

Performance-based restricted stock units were used as incentive compensation during fiscal 2017 to align our named executive officers' compensation with corporate performance. In connection with our annual review of executive officer compensation, the Compensation Committee approved performance targets for our regular performance stock unit awards in respect of our: annual revenue metric (33.3% of the award), Adjusted EBITDA metric (33.3% of the award), and cash and cash equivalents metric (33.3% of the award), and a formula under which actual awards would be calculated after completion of fiscal 2017. In addition, the Compensation Committee approved performance targets for additional performance stock units awarded to our chief executive officer tied to actual payouts under our 2017 Corporate Annual Bonus Program and Semi-Annual Bonus Plan. See "*Executive Compensation—Equity Incentive Plan Compensation*" below for more information about these metrics, targets, and formulas.

These performance metrics were selected on the basis of the operating plan approved by our Board after considering our history of growth and expectations regarding our future growth, as well as potential challenges in achieving such growth. The performance targets were established at a level that the Compensation Committee determined to be challenging for our named executive officers to achieve. In fiscal 2017, our named executive officers achieved a 21% payout factor in respect of the annual revenue target, a 43% payout factor in respect of the annual Adjusted EBITDA target, and a 47% payout factor in respect of the cash and cash equivalents target, resulting in a combined 111% payout, as calculated. In light of the impact of certain adjustments to our reported Adjusted EBITDA during fiscal 2017, however, the Compensation Committee exercised its negative discretion to reduce the payout to 100%, which it believed was more consistent with our company's actual performance during fiscal 2017. The regular performance-based restricted stock units earned by our named executive officers began vesting in four equal annual installments, subject to continued service, starting March 1, 2018, and the special performance-based restricted stock units granted to our chief executive officer will vest in full on March 31, 2020, subject to continued service.

For fiscal 2017, our Compensation Committee continued to grant time-based restricted stock units that vest in four equal annual installments, subject to continued service, starting March 1, 2018.

Perquisites and Other Compensation. As in prior years, we did not provide any special perquisites to our named executive officers in fiscal 2017. We provided certain perquisites and other health and welfare and retirement

benefits, such as health, vision, and life insurance coverage and participation in and matching contributions under our 401(k) defined contribution plan, which benefits are generally available to all employees. For more information about these arrangements and benefits, see footnote four to the “2017 Summary Compensation Table” below.

Pension Benefits. None of our named executive officers participate in or have account balances in qualified or non-qualified defined benefit plans sponsored by us.

Nonqualified Deferred Compensation. None of our named executive officers participate in or have account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

Employment and Severance Arrangements

Change in Control Arrangements. We are party to employment agreements with certain of our executive officers, including our named executive officers, which provide severance benefits for employment terminations in connection with a change of control. The change of control severance arrangements generally entitle each named executive officer to certain calculated payments tied to base salary and bonus targets and accelerated vesting of his outstanding equity awards, but only upon termination by us without cause or by the executive for good reason (as those terms are defined in the agreements) in connection with a change of control of the Company (a “double trigger” arrangement). The Compensation Committee believes that these reinforce and encourage the continued attention and dedication of our named executive officers to their assigned duties without the distraction arising from the possibility of a change of control, and to enable and encourage our named executive officers to focus their attention on obtaining the best possible outcome for our stockholders without being influenced by personal concerns regarding the possible impact of a change of control on their job security and benefits. For more information, see “*Executive Compensation—Employment Agreements*” and “*Executive Compensation—Potential Payments Upon Termination or Change of Control.*”

Severance Arrangements. We also maintain our 2016 Management Career Transition Plan, adopted in August 2015, which generally entitles each named executive officer to certain calculated payments tied to salary and bonus targets, healthcare benefits, and outplacement assistance if the individual is terminated without cause. Under his employment agreement, our Chief Executive Officer also receives limited accelerated vesting of outstanding equity awards if terminated without cause or if he resigns for good reason.

The Compensation Committee believes that the 2016 Management Career Transition Plan provides benefits that are consistent with industry practice. We believe that entering into change of control and severance arrangements with certain of our executives has helped us attract and retain excellent executive talent and that offering standard packages avoids case-by-case negotiations. Without these provisions, our named executive officers may not have chosen to accept employment with us or remain employed by us. The severance arrangements also promote stability and continuity in our senior management team. For more information, please see “*Executive Compensation—Employment Agreements,*” “*Executive Compensation—2016 Management Career Transition Plan*” and “*Executive Compensation—Potential Payments Upon Termination or Change of Control*” below.

Section 162(m) Considerations

Prior to 2018, section 162(m) of the Code limits the deductions companies may take for compensation paid to a chief executive officer and the next three most highly compensated executive officers (other than the chief financial officer) to the extent the compensation for any such individual exceeds \$1 million for the taxable year, unless the compensation qualifies as “qualified performance-based compensation” under Section 162(m) of the Code. Our Compensation Committee considers deductibility as one of a number of factors considered in determining appropriate levels or methods of compensation. Accordingly, we may award compensation that is not deductible for federal income tax purposes.

Stock Ownership Guidelines

In 2015, our Board adopted Stock Ownership Guidelines for Executives and Directors. Under these guidelines and subject to certain exceptions, our Chief Executive Officer is expected to own shares of our stock that have a value equal to five times his annual salary, with ownership measured at the end of each calendar year. Although Mr. Werner was required to satisfy the stock ownership guidelines beginning five years after their implementation in 2015, he already owns shares with a value in excess of the guidelines. Other named executive officers are expected to own shares that have a value equal to their annual salary beginning five years after such officer first becomes subject to

the guidelines. None of our executive officers other than Mr. Werner are currently subject to the guidelines. Shares may be owned directly by the individual, or owned by the individual's spouse, or held in trust for the benefit of the individual's spouse or family.

Other Disclosures

Under our insider trading policy, our executive officers, directors and employees are prohibited from engaging in short sales of our securities, establishing margin accounts or otherwise pledging our securities, hedging our securities or buying or selling options, puts or calls on our securities.

We do not have a policy regarding adjustment or recovery of awards or payments if the relevant performance goals or measures upon which they are based are restated or otherwise adjusted so that awards or payments are reduced.

Use of Non-GAAP Financial Measures

Adjustments Based on International Financial Reporting Standards (IFRS)

Our non-GAAP results include adjustments to recognize revenue and profit under International Financial Reporting Standards (IFRS) that are consistent with the adjustments made in connection with our reporting process as part of our status as a consolidated subsidiary of Total S.A., a foreign public registrant which reports under IFRS. Differences between GAAP and IFRS reflected in our non-GAAP results are further described below. In these situations, we believe that IFRS enables us to better evaluate our revenue and profit generation performance, and assists in aligning the perspectives of our management and noncontrolling shareholders with those of Total S.A., our controlling shareholder.

- *8point3.* We include adjustments related to the sales of projects contributed to 8point3 Energy Partners LP (8point3), a joint YieldCo vehicle we formed with First Solar, Inc. to own, operate and acquire solar energy generation assets, based on the difference between the fair market value of the consideration received and the net carrying value of the projects contributed, of which a portion is deferred in proportion to our retained equity stake in 8point3 and its subsidiaries.
- *Utility and power plant projects.* We include adjustments related to the revenue recognition of certain utility and power plant projects based on percentage-of-completion accounting and, when relevant, the allocation of revenue and margin to our project development efforts at the time of initial project sale.
- *Sale of operating lease assets.* We include adjustments related to the revenue recognition on the sale of certain solar assets subject to an operating lease (or of solar assets that are leased by or intended to be leased by the third-party purchaser to another party) based on the net proceeds received from the purchaser.
- *Sale-leaseback transactions.* We include adjustments related to the revenue recognition on certain sale-leaseback transactions based on the net proceeds received from the buyer-lessor. Under GAAP, these transactions are accounted for under the financing method in accordance with real estate accounting guidance.

Other Non-GAAP Adjustments

- *Impairment of residential lease assets.* In fiscal 2017, we made the decision to sell our interest in the residential lease portfolio and, as a result of this triggering event, determined it was necessary to evaluate the potential for impairment in its ability to recover the carrying amount of the residential lease portfolio. In accordance with such evaluation, we recognized a non-cash impairment charge on its solar power systems leased and to be leased and an allowance for losses related financing receivables. We believe that it is appropriate to exclude the impact of residential lease assets impairment from our non-GAAP financial measures as they are not reflective of ongoing operating results and do not contribute to a meaningful evaluation of a company's past operating performance.
- *Cost of above-market polysilicon.* In previous years, we have entered into multiple long-term, fixed-price supply agreements to purchase polysilicon for periods of up to 10 years. The prices in these supply agreements, which incorporate a cash portion and a non-cash portion attributable to the amortization of prepayments made under the agreements, significantly exceed market prices. Additionally, in order to reduce inventory and improve working capital, we have periodically elected to sell polysilicon inventory

in the marketplace at prices below the purchase price, thereby incurring a loss. We believe that it is appropriate to exclude the impact of its above-market cost of polysilicon, including the effect of above-market polysilicon on product costs, losses incurred on sales of polysilicon to third parties, and inventory reserves and project asset impairments from our non-GAAP financial measures as they are not reflective of ongoing operating results and do not contribute to a meaningful evaluation of past operating performance.

- *Stock-based compensation.* Stock-based compensation relates primarily to our equity incentive awards, and is a non-cash expense that is dependent on market forces that are difficult to predict. We believe that this adjustment for stock-based compensation provides a basis to measure our core performance, including compared with the performance of other companies, without the period-to-period variability created by stock-based compensation.
- *Amortization of intangible assets.* We incur amortization of intangible assets as a result of acquisitions, which includes patents, purchased technology, project pipeline assets, and in-process research and development. We believe that it is appropriate to exclude these amortization charges as they arise from prior acquisitions, are not reflective of ongoing operating results, and do not contribute to a meaningful evaluation of our past operating performance.
- *Depreciation of idle equipment.* In the fourth quarter of 2017, we changed the deployment plan for our next generation of solar cell technology, which made certain then temporarily idle equipment obsolete, and therefore retired that affected equipment. Such asset depreciation is excluded from our non-GAAP financial measures as it is non-cash in nature and not reflective of ongoing operating results. Excluding this data provides investors with a basis to compare our performance against the performance of other companies without such charges.
- *Non-cash interest expense.* We incur non-cash interest expense related to the amortization of items such as original issuance discounts on our debt. We exclude non-cash interest expense because the expense does not reflect our financial results in the period incurred.
- *Goodwill impairment.* No adjustment to non-GAAP financial measures was made for the portion of our goodwill impairment charge in the third quarter of 2016 derived from our acquisition of our partner's interest in our joint venture AUO SunPower Sdn. Bhd. We believe that it is appropriate to exclude this impairment charge as it arises from prior acquisitions, is not reflective of ongoing operating results, and does not contribute to a meaningful evaluation of a company's past operating performance.
- *Restructuring expense.* We incur restructuring expenses related to reorganization plans aimed towards realigning resources consistent with our global strategy and improving our overall operating efficiency and cost structure. We excluded restructuring charges from non-GAAP financial measures because they are not considered core operating activities and such costs have historically occurred infrequently.
- *Arbitration ruling.* We recorded our best estimate of probable loss related to this case at the time of the initial ruling and updated the estimate as circumstances warranted in connection with tribunal rulings and the ultimate settlement of an arbitration between First Philippine Electric Corporation and First Philippine Solar Corporation against SunPower Philippines Manufacturing, Ltd. (SPML), our wholly owned subsidiary. On July 22, 2016, SPML entered into a settlement with the counterparties and paid a total of \$50.5 million in settlement of all claims between the parties. As this loss is nonrecurring in nature, excluding this data provides us with a basis to evaluate the Company's performance, including compared with the performance of other companies, without similar impacts.
- *IPO-related costs.* Costs incurred related to the initial public offering of 8point3 included legal, accounting, advisory, valuation, and other expenses, as well as modifications to or terminations of certain existing financing structures in preparation for sale to 8point3. As these costs are non-recurring in nature, excluding this data provides us with a basis to evaluate the Company's performance, including compared with the performance of other companies, without similar impacts.
- *Other.* We combine amounts previously disclosed under separate captions into "Other" when amounts do not have a significant impact on the presented fiscal periods. We believe that these adjustments provide us with a basis to evaluate the Company's performance, including compared with the performance of other companies, without similar impacts.

- *Tax effect.* This amount is used to present each of the adjustments described above on an after-tax basis in connection with the presentation of non-GAAP net income and non-GAAP net income per diluted share. The Company’s non-GAAP tax amount is based on estimated cash tax expense and reserves. We forecast our annual cash tax liability and allocate the tax to each quarter in a manner generally consistent with its GAAP methodology. This approach is designed to enhance our ability to understand the impact of the Company’s tax expense on its current operations, provide improved modeling accuracy, and substantially reduce fluctuations caused by GAAP to non-GAAP adjustments, which may not reflect actual cash tax expense.
- *Adjusted EBITDA adjustments.* When calculating Adjusted EBITDA, in addition to adjustments described above, we exclude the impact during the period of the following items:
 - Cash interest expense, net of interest income
 - Provision for (benefit from) income taxes
 - Depreciation

We use this non-GAAP financial measure to enable us to evaluate the Company’s performance, including compared with the performance of other companies. For more information about these Non-GAAP financial measures, see the tables captioned “Reconciliations of GAAP Measures to Non-GAAP Measures” set forth in our Form 8-K filed on February 14, 2018.

COMPENSATION COMMITTEE REPORT

The following report has been submitted by the Compensation Committee of the Board of Directors:

The Compensation Committee of the Board of Directors has reviewed and discussed our Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and definitive proxy statement on Schedule 14A for our 2018 Annual Meeting, each as filed with the SEC. The foregoing report was submitted by the Compensation Committee of the Board and shall not be deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A promulgated by the SEC or Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any prior or subsequent filing by us under the Securities Act of 1933 or the Exchange Act.

COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS

Helle Kristoffersen
Thomas R. McDaniel
Julien Pouget
Pat Wood III, *Chair*

April 6, 2018

EXECUTIVE COMPENSATION

Compensation of Named Executive Officers

The 2017 Summary Compensation Table below quantifies the compensation for each of our named executive officers for services rendered during fiscal 2017 and, as applicable, fiscal 2016 and fiscal 2015. The primary elements of each named executive officer's total compensation during fiscal 2017 are reported in the table below and include, among others, base salary, performance-based cash bonuses under our 2017 Corporate Annual Bonus Program and Semi-Annual Bonus Plan, awards of restricted stock units subject to time-based vesting, and awards of performance-based restricted stock units subject to achievement of financial targets and subsequent time-based vesting.

2017 Summary Compensation Table

Name and Principal Position	Year	Salary \$(1)	Bonus (\$)	Stock Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	All Other Compensation \$(4)	Total (\$)
Thomas H. Werner, Chief Executive Officer and Chairman of the Board	2017	428,154 ⁽⁷⁾	—	2,973,600	819,471	24,991	4,246,216
	2016	347,959 ⁽⁷⁾	—	6,773,488	—	24,436	7,145,883
	2015	600,000	—	6,751,062	1,265,722	28,181	8,644,966
Charles D. Boynton Executive Vice President and Chief Financial Officer	2017	470,000	30,000	885,000	406,919	31,372	1,823,291
	2016	465,077	—	949,592	90,097	30,949	1,535,715
	2015	443,077	—	1,125,309	435,231	30,949	2,034,566
Kenneth L. Mahaffey Executive Vice President and General Counsel ⁽⁵⁾	2017	325,000	—	283,200	227,819	31,007	867,026
	2016	272,057	—	951,938	49,124	28,221	1,301,340
William P. Milligan III Executive Vice President, Operations ⁽⁶⁾	2017	364,481	—	531,000	296,319	31,068	1,222,868
Douglas J. Richards, Executive Vice President, Administration	2017	370,000	—	672,600	277,810	21,474	1,341,884
	2016	370,000	—	656,400	63,714	22,088	1,112,202
	2015	367,231	—	835,605	328,522	28,032	1,559,390

- (1) The amounts reported in this column for fiscal 2017 reflect each named executive officer's salary for fiscal 2017 plus payments for paid and unpaid time off, and holidays.
- (2) The amounts reported in the "Stock Awards" column for fiscal 2017 represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 of stock awards granted during the year (time-based and performance-based restricted stock units), excluding the effect of certain forfeiture assumptions. For the performance-based restricted stock units reported in this column for fiscal 2017, such amounts are based on the probable outcome of the relevant performance conditions as of the grant date. Assuming that the highest level of performance is achieved for these awards, the grant date fair value of the performance-based restricted stock unit awards would be: Mr. Werner, \$2,880,675; Mr. Boynton, \$663,750; Mr. Mahaffey, \$424,800; Dr. Mulligan, \$398,250; and Mr. Richards, \$504,450. See Note 16 to our consolidated financial statements in our 2017 Annual Report for details as to the assumptions used to determine the aggregate grant date fair value of these awards. See also our discussion of stock-based compensation under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates" in our 2017 Annual Report.
- (3) The amounts reported in this column for fiscal 2017 reflect the amounts earned under our 2017 Annual Bonus Programs and our Semi-Annual Bonus Plan. Additional information about non-equity incentive plan compensation earned during fiscal 2017 is set forth in "Executive Compensation—Non-Equity Incentive Plan Compensation" below.
- (4) The amounts reported in this column for fiscal 2017 as "All Other Compensation" consist of the elements summarized in the table below.

Name	Health Benefits (\$)	Group Life Insurance (\$)	401(k) Match (\$)	Total (\$)
Thomas H. Werner	15,955	936	8,100	24,991
Charles D. Boynton	22,539	733	8,100	31,372
Kenneth L. Mahaffey	22,400	507	8,100	31,007
William P. Mulligan III ⁽¹⁾	22,414	554	8,100	31,068
Douglas J. Richards	12,797	577	8,100	21,474

- (1) Dr. Mulligan was promoted to his current position on February 10, 2017.
- (5) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.

- (6) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.
- (7) Reflects an annualized salary of \$600,000, which was reduced at Mr. Werner's request as of August 1, 2016 to \$1, net of benefit costs, for the remainder of fiscal 2016, and the reduction was extended through the first fiscal quarter of 2017. Mr. Werner's full salary was reinstated as of April 1, 2017.

Grants of Plan-Based Awards

During fiscal 2017, our named executive officers were granted plan-based restricted stock units and performance stock units under our SunPower Corporation 2015 Omnibus Incentive Plan, which we refer to as our 2015 Equity Plan. They were also granted cash bonus awards under our 2017 Corporate Annual Bonus Program. The following table sets forth information regarding the stock awards and cash bonus awards granted to each named executive officer during fiscal 2017.

2017 Grants of Plan-Based Awards Table

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Thomas H. Werner	— ⁽³⁾	321,116	642,231	963,347	—	—	—	—	—
	— ⁽⁴⁾	214,077	214,077	334,495	—	—	—	—	—
	3/10/2017 ⁽⁵⁾	—	—	—	75,000	150,000	225,000	—	1,062,000
	3/10/2017 ⁽⁶⁾	—	—	—	45,000	90,000	135,000	—	637,200
	3/10/2017 ⁽⁷⁾	—	—	—	15,000	30,000	46,875	—	212,400
	3/10/2017 ⁽⁸⁾	—	—	—	—	—	—	150,000	1,062,000
Charles D. Boynton	— ⁽³⁾	158,625	317,250	475,875	—	—	—	—	—
	— ⁽⁴⁾	105,750	105,750	165,234	—	—	—	—	—
	3/10/2017 ⁽⁵⁾	—	—	—	31,250	62,500	93,750	—	442,500
	3/10/2017 ⁽⁸⁾	—	—	—	—	—	—	62,500	442,500
Kenneth L. Mahaffey ⁽⁹⁾	— ⁽³⁾	91,406	182,813	274,219	—	—	—	—	—
	— ⁽⁴⁾	60,938	60,938	95,215	—	—	—	—	—
	3/10/2017 ⁽⁵⁾	—	—	—	20,000	40,000	60,000	—	283,200
William P. Mulligan III ⁽¹⁰⁾	— ⁽³⁾	123,012	246,025	369,037	—	—	—	—	—
	— ⁽⁴⁾	82,008	82,008	128,138	—	—	—	—	—
	3/10/2017 ⁽⁵⁾	—	—	—	18,750	37,500	56,250	—	265,500
	3/10/2017 ⁽⁸⁾	—	—	—	—	—	—	37,500	265,500
Douglas J. Richards	— ⁽³⁾	111,000	222,000	333,000	—	—	—	—	—
	— ⁽⁴⁾	74,000	74,000	115,625	—	—	—	—	—
	3/10/2017 ⁽⁵⁾	—	—	—	23,750	47,500	71,250	—	336,300
	3/10/2017 ⁽⁸⁾	—	—	—	—	—	—	47,500	336,300

- (1) Additional information about estimated possible payouts under non-equity incentive plan awards is set forth above in the "Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Table."
- (2) The amounts reported in these columns represent performance-based restricted stock unit opportunities. The Compensation Committee approved the awards on March 10, 2017. The grant date fair value of these awards is reported based on the probable outcome of the applicable performance conditions and is consistent with the estimate of aggregate compensation cost, if any, expected to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. See Note 16 to our consolidated financial statements in our 2017 Annual Report for details as to the assumptions used to determine the aggregate grant date fair value of these awards. See also our discussion of stock-based compensation under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates" in our 2017 Annual Report.

- (3) Consists of an award under our 2017 Corporate Annual Bonus Program. Achievement levels for certain performance targets could reduce payouts to zero when the applicable formula is applied, as further described below.
- (4) Consists of an award under our Semi-Annual Bonus Plan. Achievement levels for certain performance targets could reduce payouts to zero when the applicable formula is applied, as further described below.
- (5) Consists of an award of restricted stock units, subject to achievement of specific performance metrics in addition to time-based vesting requirements, under the 2015 Equity Plan. Failure to achieve certain performance metrics could result in zero restricted stock units being awarded. The maximum attainable award is 150% of target. The closing price of our common stock was \$7.08 on March 10, 2017. Actual awards were determined in the first quarter of 2018 and are described in “*Equity Incentive Plan Compensation*” below. The earned award vests ratably on March 1, 2018, March 1, 2019, March 1, 2020, and March 1, 2021.
- (6) Consists of an award of restricted stock units, subject to achievement of specific performance metrics in addition to time-based vesting requirements, under the 2015 Equity Plan. Failure to achieve certain performance metrics could result in zero restricted stock units being awarded. The maximum attainable award is 150% of target. The closing price of our common stock was \$7.08 on March 10, 2017. Actual awards were determined in the first quarter of 2018 and are described in “*Equity Incentive Plan Compensation*” below. The earned award vests in full on March 31, 2020.
- (7) Consists of an award of restricted stock units, subject to achievement of specific performance metrics in addition to time-based vesting requirements, under the 2015 Equity Plan. Failure to achieve certain performance metrics could result in zero restricted stock units being awarded. The maximum attainable award is 156.25% of target. The closing price of our common stock was \$7.08 on March 10, 2017. Actual awards were determined in the first quarter of 2018 and are described in “*Equity Incentive Plan Compensation*” below. The earned award vests in full on March 31, 2020.
- (8) Consists of an award of restricted stock units, subject to time-based vesting requirements, under the 2015 Equity Plan. The closing price of our common stock was \$7.08 on March 10, 2017. The award vests ratably on March 1, 2018, March 1, 2019, March 1, 2020, and March 1, 2021.
- (9) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (10) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

Non-Equity Incentive Plan Compensation

2017 Annual Bonus Programs. In 2017, we maintained five tailored bonus programs under our Executive Annual Bonus Plan: the 2017 Corporate Annual Bonus Program, the 2017 Global Channels Annual Bonus Program, the 2017 Americas Commercial Annual Bonus Program, the 2017 Power Plants Annual Bonus Program, and the 2017 Marketing Annual Bonus Program (collectively, the “Annual Bonus Programs”). Awards under each of the Annual Bonus Programs, including the 2017 Corporate Annual Bonus Program, were formula-driven. Each of our named executive officers were participants in the 2017 Corporate Annual Bonus Program, and none participated in or received payments under any of the other Annual Bonus Programs, and accordingly, those programs are not discussed in detail here.

2017 Corporate Annual Bonus Program. At the beginning of fiscal 2017, the Compensation Committee established and approved minimum, target, and maximum levels in respect of three performance criteria for the 2017 Corporate Annual Bonus Program: (1) an annual revenue metric, (2) an annual Adjusted EBITDA metric, and (3) a cash and cash equivalents metric. We refer to this score as our Combined Corporate Metrics score.

Our annual revenue metric is based on our annual revenue, with certain adjustments such as amounts related to utility and power plant projects. Our annual Adjusted EBITDA metric is based on our annual earnings before interest, taxes, depreciation, and amortization, with certain adjustments such as amounts related to utility and power plant projects and the sale of operating lease assets, as further described in “*Use of Non-GAAP Financial Measures*” above. Our cash and cash equivalents metric is as measured on the Company’s balance sheet as of the end of the fiscal year. Each of these measures is subject to adjustment to exclude the effect of certain transactions outside of the normal course of business, as well as other events as specified in the Annual Executive Bonus Plan and the applicable 2017 Annual Bonus Program. Each named executive officer would earn: (i) 33.3% of his target bonus under the 2017 Corporate Annual Bonus Program upon the achievement of the revenue target, (ii) 33.3% of his target bonus under the 2017 Corporate Annual Bonus Program upon the achievement of the Adjusted EBITDA target, and (iii) 33.3% of his target bonus under the 2017 Corporate Annual Bonus Program upon achievement of the cash and cash equivalents target. In order to encourage our named executive officers to exceed the performance targets, our Compensation Committee set the maximum payment under the program at 150% of target. Payment for each target is determined based on performance achievement relative to minimum, target, and maximum levels, as follows:

Performance Level Achieved	Bonus Payment as Percentage of Bonus Target
Below minimum	No bonus paid
At minimum	50% of target bonus (minimum award for minimum achievement)
Between minimum and target	Prorated on a straight-line basis, between 50% and 100%
At target	100% of target
Between target and maximum	Prorated on a straight-line basis, between 100% and 150%
At or above maximum	150% of target

The annual performance targets, set at the beginning of fiscal 2017, were assessed at the end of the year. Based on our actual results in fiscal 2017, results were calculated for each of the targets, as presented below in the aggregate.

Performance Criterion	Minimum	Target	Maximum	Achievement	Payment as % of Target Payment
Annual revenue metric	\$2,000 million	\$2,480 million	\$3,000 million	\$2,100 million	21%
Adjusted EBITDA metric	\$25 million	\$119 million	\$250 million	\$191.5 million	43%
Cash and Cash Equivalents metric	\$150 million	\$350 million	\$450 million	\$435 million	47%

The Compensation Committee used its negative discretion to adjust the payout under the 2017 Corporate Annual Bonus Program to 100% in the aggregate, rather than 111% as calculated, due to an approximately \$117 million impact on Adjusted EBITDA as a result of a change in the Company’s accounting which resulted in higher Adjusted EBITDA. As a result of the Compensation Committee’s exercise of negative discretion, bonuses were earned and paid to our named executive officers at 100% in the aggregate, and the Combined Corporate Metrics score was correspondingly set at 100% for purposes of the other 2017 Annual Bonus Programs.

Semi-Annual Bonus Plan. Awards under the Semi-Annual Bonus Plan were also formula-driven, with targets in respect of a semi-annual cash and cash equivalents metric and corporate performance metrics, consisting of a set of corporate milestones representing key results in support our corporate business plan. The semi-annual cash and cash equivalents metric is as measured on the Company’s balance sheet as of the end of the second and fourth fiscal quarters. Each named executive officer is further assigned an individual modifier by his or her manager, or, in the case of our Chief Executive Officer, by the Board of Directors, meant to take into account individual performance and accomplishments. These three metrics were then incorporated into the plan’s formula. Each named executive officer’s individual modifier could result in no award being payable even if we achieved our quarterly liquidity metric and corporate key results targets in the event that the individual modifier was determined to be zero. If threshold corporate key results were achieved and we exceeded our semi-annual cash and cash equivalents target, bonus payments could exceed 100% of target, up to a maximum payment of 156% (based on the semi-annual cash and cash equivalents metric), depending on the individual modifier.

Payments under the Semi-Annual Bonus Plan were made as follows:

Achievement of Semi-Annual Liquidity Metric Target	Achievement of Corporate Key Results	Payment
Under target	Under 60%	No payment
Between target and maximum	60% or over but under 80%	50% payment Payment = 2017 semi-annual salary multiplied by Semi-Annual Bonus Plan target bonus (%) multiplied by semi-annual cash and cash equivalents metric achievement (up to a maximum of 125%) multiplied by individual modifier (up to a maximum of 125%) multiplied by 50%
At target	80% or over	100% payment Payment = 2017 semi-annual salary multiplied by Semi-Annual Bonus Plan target bonus (%) multiplied by semi-annual liquidity metric achievement (up to a maximum of 125%) multiplied by individual modifier (up to a maximum of 125%)
Between target and maximum	80% or over	Greater than 100% payment Payment = 2017 semi-annual salary multiplied by Semi-Annual Bonus Plan target bonus (%) multiplied by semi-annual liquidity metric achievement (up to a maximum of 125%) multiplied by individual modifier (up to a maximum of 125%)
Under target	80% or over	No payment

Our 2017 corporate key results are confidential because disclosure of these milestones would result in competitive harm, but they generally consisted of milestones relating to strategic transactions, revenue and margin targets, confidential cost and production targets, new product development, and manufacturing plans and process enhancements. The quarterly corporate key results scores were 63%, 78%, 87%, and 75% for each quarter in fiscal 2017, respectively. Individual modifiers for the named executive officers ranged from 90% to 125%, and averaged 101% for the first half of fiscal 2017, and ranged from 80% to 100%, and averaged 96% for the second half of fiscal 2017.

Equity Incentive Plan Compensation

In addition to time-based restricted stock unit awards, to further align executive compensation with maximizing stockholder value, our Compensation Committee granted to our named executive officers certain performance-based equity awards, consisting of restricted stock units, or RSUs, that would be released and begin time-based vesting only upon achievement of certain corporate or individual performance objectives.

Our Compensation Committee met at the beginning of 2017 and established and approved target levels in respect of three performance criteria for our traditional performance-based equity awards: (1) an annual revenue metric, (2) an annual Adjusted EBITDA metric, and (3) a cash and cash equivalents metric. Each eligible named executive officer would earn 33.3% of his target performance-based RSUs upon the achievement of the annual revenue metric target, 33.3% of his target performance-based RSUs upon the achievement of the Adjusted EBITDA metric target, and the remaining 33.3% of his target performance-based RSUs upon the achievement of the cash and cash equivalents target. The three metrics and their corresponding targets are the same as those for our 2017 Corporate Annual Bonus Program (and the Corporate Metrics Score portion of each of the other 2017 Annual Bonus Programs), described above in “*Executive Compensation—Non-Equity Incentive Plan Compensation.*” Payment for each target was determined based on the performance metric achieved relative to minimum, target, and maximum performance levels, as follows:

Percentage of Performance Target Achieved	Grant of RSUs as Percentage of Target RSUs
Below minimum	No RSUs earned
At minimum	50% of target RSUs (minimum award for minimum achievement)
Between minimum and target	Prorated on a straight-line basis, between 50% and 100%
At target	100% of target
Between target and maximum	Prorated on a straight-line basis, between 100% and 150%
At or above maximum	150% of target

Performance-based restricted stock units vest, if at all, in four equal annual installments, subject to continued service after achievement of the performance measures, starting March 1, 2017. In connection with our 2017 traditional performance-based equity awards, we achieved 63% of our annual revenue metric target, 128% of our Adjusted EBITDA metric target, and 142% of our cash and cash equivalents metric target. Based on our actual results in fiscal 2017, traditional performance-based RSUs were earned by our named executive officers for achievement of each of these metric targets. In light of the impact of certain adjustments to our reported Adjusted EBITDA during fiscal 2017, however, the Compensation Committee exercised its negative discretion to reduce the payout percentage from the calculated 111% to 100%, which it believed was more consistent with our company’s actual performance during fiscal 2017.

In addition to these annual awards, the Compensation Committee decided to grant an additional 120,000 performance-based restricted stock units (which could be earned in amounts between 0% and 150% of the target amount) to Mr. Werner, to be earned based on the achievement of performance goals tied to our 2017 Corporate Annual Bonus Program and our Semi-Annual Bonus Plan, all of which would vest on March 31, 2020, as additional incentive for performance, and as a long-term retention measure. See “*Compensation Discussion and Analysis—Equity Awards,*” which details the actual performance-based restricted stock units earned in fiscal 2017.

The named executive officers’ targets and earned performance-based RSUs are described above in “*Compensation Discussion and Analysis—Analysis of Fiscal 2017 Compensation Decisions—Equity Awards.*”

Outstanding Equity Awards

The following table sets forth information regarding the outstanding equity awards held by our named executive officers as of December 31, 2017.

Outstanding Equity Awards At 2017 Fiscal Year-End Table

Name	Grant Date	Stock Awards			
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested \$(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Thomas H. Werner	02/23/2015 ⁽²⁾	13,900	117,177	—	—
	02/23/2015 ⁽³⁾	14,694	123,870	—	—
	03/20/2015 ⁽⁴⁾	1,400	11,802	—	—
	03/31/2016 ⁽⁵⁾	15,412	129,923	—	—
	03/31/2016 ⁽⁶⁾	8,610	72,582	—	—
	03/31/2016 ⁽⁷⁾	53,700	452,691	—	—
	03/31/2016 ⁽⁸⁾	120,000	1,011,600	—	—
	03/10/2017 ⁽⁹⁾	90,000	758,700	—	—
	03/10/2017 ⁽⁹⁾	17,700	149,211	—	—
	03/10/2017 ⁽¹⁰⁾	150,000	1,264,500	—	—
	03/10/2017 ⁽¹¹⁾	150,000	1,264,500	—	—
Charles D. Boynton	02/03/2015 ⁽²⁾	5,567	46,930	—	—
	02/23/2015 ⁽³⁾	5,878	49,552	—	—
	03/20/2015 ⁽⁴⁾	567	4,780	—	—
	07/21/2015 ⁽¹²⁾	2,500	21,075	—	—
	02/22/2016 ⁽¹³⁾	4,671	39,377	—	—
	02/22/2016 ⁽⁷⁾	16,275	137,198	—	—
	03/10/2017 ⁽¹⁰⁾	62,500	526,875	—	—
		03/10/2017 ⁽¹¹⁾	62,500	526,875	—
Kenneth L. Mahaffey ⁽¹⁷⁾	03/18/2015 ⁽²⁾	2,927	24,675	—	—
	03/18/2015 ⁽²⁾	834	7,031	—	—
	01/27/2016 ⁽¹⁴⁾	10,395	87,630	—	—
	03/21/2016 ⁽⁷⁾	6,375	53,741	—	—
	03/21/2016 ⁽⁷⁾	1,800	15,174	—	—
	11/01/2016 ⁽¹⁵⁾	37,500	316,125	—	—
		03/10/2017 ⁽¹⁰⁾	40,000	337,200	—
William P. Mulligan III ⁽¹⁸⁾	11/13/2015 ⁽¹⁶⁾	5,000	42,150	—	—
	03/21/2016 ⁽⁷⁾	6,750	56,903	—	—
	03/10/2017 ⁽¹⁰⁾	37,500	316,125	—	—
		03/10/2017 ⁽¹¹⁾	37,500	316,125	—
Douglas J. Richards	02/03/2015 ⁽²⁾	5,000	42,150	—	—
	02/23/2015 ⁽³⁾	5,290	44,595	—	—
	03/20/2015 ⁽⁴⁾	500	4,215	—	—
	02/22/2016 ⁽⁷⁾	11,250	94,838	—	—
	02/22/2016 ⁽¹³⁾	3,229	27,220	—	—
	03/10/2017 ⁽¹⁰⁾	47,500	400,425	—	—
		03/10/2017 ⁽¹¹⁾	47,500	400,425	—

- (1) The closing price of our common stock on December 29, 2017 (the last trading day of fiscal 2017) was \$8.43.
- (2) Each of these awards of restricted stock units provided for vesting in three equal annual installments on each of March 1, 2016, March 1, 2017, and March 1, 2018, subject to the recipient's continued employment with us.
- (3) On February 23, 2015, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual earned award was determined in the first quarter of fiscal 2016. The earned award vests in three equal annual installments on March 1, 2016, March 1, 2017, and March 1, 2018, subject to the recipient's continued employment with us.

- (4) On March 20, 2015, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual earned award was determined in the first quarter of fiscal 2016. The earned award vests in three equal annual installments on March 1, 2016, March 1, 2017, and March 1, 2018, subject to the recipient's continued employment with us.
- (5) On March 31, 2016, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual award was determined in the first quarter of 2017. The earned award vests in four equal annual installments on March 1, 2017, March 1, 2018, March 1, 2019, and March 1, 2020, subject to the recipient's continued employment with us.
- (6) On March 31, 2016, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual award was determined in the first quarter of 2017. The earned award vests in full on March 31, 2020, subject to the recipient's continued employment with us.
- (7) Each of these awards of restricted stock units provided for vesting in four equal annual installments on each of March 1, 2017, March 1, 2018, March 1, 2019, and March 1, 2020, subject to the recipient's continued employment with us.
- (8) Each of these awards of restricted stock units provided for one-time vesting on March 31, 2020 subject to the recipient's continued employment with us.
- (9) On March 10, 2017, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual award was determined in the first quarter of 2018 and is described in "*Equity Incentive Plan Compensation*" above. The earned award vests in full on March 31, 2020, subject to the recipient's continued employment with us.
- (10) On March 10, 2017, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual award was determined in the first quarter of 2018 and is described in "*Equity Incentive Plan Compensation*" above. The earned award vests in four equal annual installments on March 1, 2018, March 1, 2019, March 1, 2020, and March 1, 2021, subject to the recipient's continued employment with us.
- (11) Each of these awards of restricted stock units provided for vesting in four equal annual installments on each of March 1, 2018, March 1, 2019, March 1, 2020, and March 1, 2021, subject to the recipient's continued employment with us.
- (12) Each of these awards of restricted stock units provided for vesting in three equal annual installments on each of August 1, 2016, August 1, 2017, and August 1, 2018, subject to the recipient's continued employment with us.
- (13) On February 22, 2016, the named executive officer was awarded a number of performance-based restricted stock units within a pre-set range, with the actual number contingent on the achievement of certain performance criteria. The actual award was determined in the first quarter of 2017. The earned award vests in four equal annual installments on March 1, 2017, March 1, 2018, March 1, 2019, and March 1, 2020, subject to the recipient's continued employment with us.
- (14) Each of these awards of restricted stock units provided for vesting in four equal annual installments on each of January 25, 2017, January 25, 2018, January 25, 2019, and January 25, 2020, subject to the recipient's continued employment with us.
- (15) Each of these awards of restricted stock units provided for vesting in four equal annual installments on each of November 1, 2017, November 1, 2018, November 1, 2019 and November 1, 2020 subject to the recipient's continued employment with us.
- (16) Each of these awards of restricted stock units provided for vesting in three equal annual installments on each of December 5, 2016, December 5, 2017, and December 5, 2018, subject to the recipient's continued employment with us.
- (17) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (18) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

The following table sets forth the number of shares acquired pursuant to the vesting of stock awards held by our named executive officers during fiscal 2017 and the aggregate dollar amount realized by our named executive officers upon such events. Because there were no shares acquired by our named executive officers pursuant to the exercise of options during fiscal 2017, we have not included columns pertaining to option awards in the table below.

2017 Option Exercises and Stock Vested Table

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting \$(1)
Thomas H. Werner	90,421	759,536
Charles D. Boynton	34,206	294,805
Kenneth L. Mahaffey(2)	25,000	188,997
William P. Mulligan III(3)	7,250	56,150
Douglas J. Richards	25,636	215,342

- (1) The aggregate dollar value realized upon the vesting of a stock award represents the fair market value of the underlying shares on the vesting date multiplied by the number of shares vested.
- (2) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (3) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

Potential Payments Upon Termination or Change of Control

Tabular Disclosure of Termination Payments. Our employment agreements with our named executive officers contain provisions that provide for payments upon certain events of termination and change of control. See “*Employment and Severance Agreements*” below for a detailed description of these agreements. The following tables summarize the estimated payments that would have been made on December 31, 2017 which our named executive officers would be eligible to receive upon the following termination events, assuming each such event had occurred on December 29, 2017, the last business day of fiscal 2017:

- termination with cause or voluntary resignation without good reason;
- involuntary termination without cause or voluntary resignation for good reason in connection with a change of control;
- involuntary termination without cause or voluntarily resignation for good reason not in connection with a change of control;
- retirement; or
- discontinued service due to death or disability.

The dollar value identified with respect to each type of equity award is based on each named executive officer’s accelerated restricted stock units as of December 31, 2017 and is based on the \$8.43 per share closing price for our common stock on December 29, 2017, the last trading day of fiscal 2017. No named executive officers held unvested stock options as of December 31, 2017. For more information on each officer’s outstanding equity awards as of December 31, 2017, please see the “*Outstanding Equity Awards At 2017 Fiscal-Year End Table*” above. The tables do not include unpaid regular salary, nor the impact of certain “best net” provisions of each named executive officer’s employment agreement that provides that, in the event any payments under such employment agreement would constitute parachute payments under Section 280G of the Code or be subject to the excise tax of Section 4999 of the Code, then such payments should be either delivered in full or reduced to result in no portion being subject to such tax provisions and still yield the greatest payment to the individual on an after tax basis.

Termination Payments Table

Name	Termination Scenario	Continued Salary (\$)	Bonus and Accelerated Non-Equity Incentive Plan Awards (\$)	Accelerated Restricted Stock Units (\$) ⁽¹⁾⁽²⁾	Continued Medical Benefits and Gross Up (\$)	Outplacement Services (\$)	Accrued Paid Time Off and Sabbatical (\$)	Total (\$)
Thomas H. Werner	Termination with cause or voluntary resignation without good reason	—	—	—	—	—	69,231	69,231
	Involuntary termination without cause or voluntary resignation for good reason in connection with change of control	1,200,000	2,400,000	5,460,246	68,147	15,000	69,231	9,212,624
	Involuntary termination without cause or voluntary resignation for good reason not in connection with change of control	1,200,000	1,200,000	2,845,968	68,147	15,000	69,231	5,398,346
	Retirement	—	—	—	—	—	69,231	69,231
	Death or disability	—	—	4,195,746	—	—	69,231	4,264,977
Charles D. Boynton	Termination with cause or voluntary resignation without good reason	—	—	—	—	—	—	—
	Involuntary termination without cause or voluntary resignation for good reason in connection with change of control	940,000	846,000	1,352,661	98,996	15,000	—	3,252,657
	Involuntary termination without cause or voluntary resignation for good reason not in connection with change of control	470,000	423,000	—	49,498	15,000	—	957,498
	Retirement	—	—	—	—	—	—	—
	Death or disability	—	—	825,786	—	—	—	825,786
Kenneth L. Mahaffey ⁽³⁾	Termination with cause or voluntary resignation without good reason	—	—	—	—	—	—	—
	Involuntary termination without cause or voluntary resignation for good reason in connection with change of control	650,000	487,500	841,575	98,996	15,000	—	2,093,071
	Involuntary termination without cause or voluntary resignation for good reason not in connection with change of control	325,000	243,750	—	49,498	15,000	—	633,248
	Retirement	—	—	—	—	—	—	—
	Death or disability	—	—	841,575	—	—	—	841,575
William P. Mulligan III ⁽⁴⁾	Termination with cause or voluntary resignation without good reason	—	—	—	—	—	—	—
	Involuntary termination without cause or voluntary resignation for good reason in connection with change of control	760,000	684,000	731,303	98,996	15,000	—	2,289,299
	Involuntary termination without cause or voluntary resignation for good reason not in connection with change of control	380,000	342,000	—	49,498	15,000	—	786,498
	Retirement	—	—	—	—	—	—	—
	Death or disability	—	—	415,178	—	—	—	415,178

Name	Termination Scenario	Continued Salary (\$)	Bonus and Accelerated Non-Equity Incentive Plan Awards (\$)	Accelerated Restricted Stock Units (\$) ⁽¹⁾⁽²⁾	Continued Medical Benefits and Gross Up (\$)	Outplacement Services (\$)	Accrued Paid Time Off and Sabbatical (\$)	Total (\$)
Douglas J. Richards	Termination with cause or voluntary resignation without good reason	—	—	—	—	—	—	—
	Involuntary termination without cause or voluntary resignation for good reason in connection with change of control	740,000	592,000	1,013,868	52,783	15,000	—	2,413,651
	Involuntary termination without cause or voluntary resignation for good reason not in connection with change of control	370,000	296,000	—	26,391	15,000	—	707,391
	Retirement	—	—	—	—	—	—	—
	Death or disability	—	—	613,443	—	—	—	613,443

- (1) In connection with a change of control, accelerated restricted stock units' calculation assumes that the change of control does not involve Total or one of its affiliates.
- (2) Awards under the SunPower Corporation 2015 Omnibus Incentive Plan provide for accelerated vesting upon death or disability.
- (3) Mr. Mahaffey was promoted to Executive Vice President and General Counsel on November 1, 2016, from his previous position as General Counsel, Global Business Units.
- (4) Dr. Mulligan was promoted to Executive Vice President, Operations, on February 10, 2017, from his previous position as Vice President, Upstream Strategy.

Employment and Severance Agreements

We have entered into employment agreements with certain of our executive officers, including our named executive officers. In August 2015, we adopted a severance policy entitled the 2016 Management Career Transition Plan, which replaced our 2014 Management Career Transition Plan. Additionally, our named executive officers are entitled to receive certain payments from us or our affiliates in the event of certain termination events in connection with a change of control.

Employment Agreements. We are party to employment agreements with several executive officers, including the named executive officers. Each employment agreement provides that the executive's employment is "at-will" and may be terminated at any time by either party. Each employment agreement generally provides for a three-year term that will automatically renew unless we provide notice of our intent not to renew at least 120 days before the renewal date. The agreements do not specify salary, bonus or other basic compensation terms, but instead provide that each executive's base salary, annual bonus and equity compensation will be determined in accordance with our normal practices. The primary purpose of the agreements is to provide certain severance benefits for employment terminations in connection with a change of control (as defined in the agreement). In the event an executive's employment is terminated by us without cause (as defined in the agreement), or if the executive resigns for good reason (as defined in the agreement), and if such termination or resignation occurs during the period three months prior to, and ending 36 months following, a change of control, then the agreements also provide that the executive is entitled to the following benefits:

- a lump-sum payment equivalent to 24 months of such executive's base salary;
- a lump-sum payment equal to any earned but unpaid annual bonus for a completed fiscal year;
- a lump-sum payment equal to the product of (a) such executive's target bonus for the then current fiscal year, multiplied by (b) two;
- continuation of such executive's and such executive's eligible dependents' coverage under our benefit plans for up to 24 months, at our expense;
- a lump-sum payment equal to such executive's accrued and unpaid base salary and paid time off;
- reimbursement of up to \$15,000 for services of an outplacement firm mutually acceptable to us and the executive;

- annual make-up payments for taxes incurred by the executive in connection with benefit plans' coverage; and
- all of such executive's unvested options, shares of restricted stock and restricted stock units (including performance-based restricted stock units) will become fully vested and (as applicable) exercisable as of the termination date and remain exercisable for the time period otherwise applicable to such equity awards following such termination date. In addition, Mr. Werner's agreement provides for full accelerated vesting upon termination of employment without cause or resignation for good reason, regardless of whether such termination is in connection with a change of control; provided, however, that absent a change of control, no such accelerated vesting or lapsing shall apply to Mr. Werner's performance-based equity awards.

Under the employment agreements, "cause" means the occurrence of any of the following, as determined by us in good faith:

- acts or omissions constituting gross negligence or willful misconduct on the part of the executive with respect to the executive's obligations or otherwise relating to our business,
- the executive's conviction of, or plea of guilty or nolo contendere to, crimes involving fraud, misappropriation or embezzlement, or a felony crime of moral turpitude,
- the executive's violation or breach of any fiduciary duty (whether or not involving personal profit) to us, except to the extent that his violation or breach was reasonably based on the advice of our outside counsel, or willful violation of any of our published policies governing the conduct of it executives or other employees, or
- the executive's violation or breach of any contractual duty to us which duty is material to the performance of the executive's duties or results in material damage to us or our business;

provided that if any of the foregoing events is capable of being cured, we will provide notice to the executive describing the nature of such event and the executive will thereafter have 30 days to cure such event.

In addition, under the employment agreements, "good reason" means the occurrence of any of the following without the executive's express prior written consent:

- a material reduction in the executive's position or duties,
- a material breach of the employment agreement,
- a material reduction in the executive's aggregate target compensation, including the executive's base salary and target bonus on a combined basis, excluding a reduction that is applied to substantially all of our other senior executives; provided, however, that for purposes of this clause, whether a reduction in target bonus has occurred shall be determined without any regard to any actual bonus payments made to the executive, or
- a relocation of the executive's primary place of business for the performance of his duties to us to a location that is more than 45 miles from our current business location.

The executive shall be considered to have "good reason" under the employment agreement only if, no later than 90 days following an event otherwise constituting "good reason" under the employment agreement, the executive gives notice to us of the occurrence of such event and we fail to cure the event within 30 days following its receipt of such notice from the executive, and the executive terminates service within 36 months following a change of control.

If any of the severance payments, accelerated vesting and lapsing of restrictions would constitute a "parachute payment" within the meaning of Section 280G of the Code and be subject to excise tax or any interest or penalties payable with respect to such excise tax, then the executive's benefits will be either delivered in full or delivered as to such lesser extent which would result in no portion of such benefits being subject to such taxes, interest or penalties, whichever results in the executive receiving, on an after-tax basis, the greatest amount of benefits.

Before receiving the benefits described in the employment agreements, the executive will be required to sign a separation agreement and release of claims. In addition, the benefits will be conditioned upon the executive not soliciting our or our affiliates' (as defined in the employment agreement) employees, consultants, customers, or users

for one year following the termination date. Mr. Werner's agreement also provides that, if his termination without cause or resignation for good reason is not in connection with a change of control, his severance benefits will be conditioned upon a non-competition arrangement lasting one year following employment termination.

2016 Management Career Transition Plan. In August 2015, we adopted the 2016 Management Career Transition Plan, (the "Severance Plan"), which replaced our 2014 Management Career Transition Plan. The Severance Plan generally terminates on the third anniversary of the effective date. The Severance Plan addresses severance for certain employment terminations, and payments are only made if the executive or employee is not already entitled to severance benefits under a separate employment agreement. Participants in the Severance Plan include our Chief Executive Officer, Thomas H. Werner, and those employees who have been employed by the Company for at least six months and report directly to him (including our other named executive officers), as well as other key employees of the Company who are provided with written notice from the Chief Executive Officer that they are Severance Plan participants. Under the terms of the Severance Plan, Mr. Werner and the other named executive officers will be eligible for benefits following a termination of employment by us without cause (as defined in the Severance Plan). Such benefits include:

- a lump-sum payment equivalent to 12 months (or 24 months in Mr. Werner's case) of such executive's base salary;
- a lump-sum payment equal to any earned but unpaid annual bonus for a completed fiscal year;
- a lump-sum payment equal to the pro rata portion of such executive's actual bonus for the then current fiscal year, based on the number of whole calendar months between the start of the fiscal year and the termination date;
- continuation of such executive's and such executive's eligible dependents' coverage under the Company's health benefit plans for up to 12 months (or 24 months in Mr. Werner's case), at the Company's expense;
- a lump-sum payment equal to such executive's accrued and unpaid base salary and paid time off;
- annual make-up payments for taxes incurred by the executive in connection with such health benefit plans' coverage; and
- reimbursement of up to \$15,000 for services of an outplacement firm mutually acceptable to the Company and the executive.

CEO Pay Ratio

Pursuant to Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are required to provide the following information about the relationship of the annual total compensation of Thomas H. Werner, our Chief Executive Officer (the "CEO") to the median of the annual total compensation of all of our employees, excluding Mr. Werner:

For fiscal 2017, our last completed fiscal year:

- we have estimated the median of the annual total compensation of all our employees, excluding Mr. Werner, to be \$4,500; and
- Mr. Werner's annual total compensation, for purposes of determining the CEO Pay Ratio was \$4,246,216.

Based on this information, for fiscal 2017, we estimated the ratio of the annual total compensation of Mr. Werner, our CEO, to the median of the annual total compensation of all our employees, excluding Mr. Werner, was estimated to be 944: 1. This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology and assumptions described below. Our pay ratio is not an element that the Compensation Committee considers in setting the compensation of our CEO, nor is our CEO's compensation a material element that management considers in making compensation decisions for non-officer employees.

The following paragraphs provide important context related to our employee population and describe the assumptions, adjustments, and estimates that we used to calculate this ratio.

SunPower is a global company, with complex operations worldwide and a majority of its employees located outside of the United States. As of October 2, 2017, our workforce consisted of approximately 7,654 individuals, who

worked for our parent company and consolidated subsidiaries. Approximately 15% of these employees are located in the U.S., approximately 24% are located in the Philippines, approximately 22% are located in Malaysia, approximately 3% are located in Europe, approximately 35% are located in Latin America, and approximately 1% are located throughout the rest of the world.

Our employee population, after taking the 5% “De Minimis Exemption” adjustment as permitted under SEC rules (described below), consisted of approximately 7,490 individuals.

De Minimis Exemption:

De Minimus Exemption:

Total U.S. Employees	1,113
Total Non-U.S. Employees	6,541
Total Global Workforce	7,654
Total Exemptions:	164
Morocco	34
China	25
South Africa	25
Chile	20
Italy	16
Japan	13
Australia	11
Switzerland	8
United Kingdom	3
Belgium	3
Germany	3
Singapore	2
Turkey	1
Total Exclusions	164
Total U.S. Employees	1,113
Total Non-U.S. Employees	6,377 (excluding 164 employees)
Total Workforce for Median Calculation	7,489

In total, we excluded less than 5% of our total global workforce (approximately 164 individuals) from the identification of the “median employee,” as permitted by SEC rules.

To identify the “median employee” from our employee population, we collected target cash compensation information for fiscal 2017. In making this determination, we annualized the compensation of all newly hired permanent employees during this period.

We selected October 2, 2017, which was the first day of the last fiscal quarter of 2017, as the date upon which we would identify the “median employee,” because it enabled us to make such identification in a reasonably efficient and economical manner. We included all of our full-time, part-time, and temporary employees globally, but excluded our Chief Executive Officer. We annualized the compensation of approximately 1,863 full-time and part-time employees (but not for employees in temporary or seasonal positions) who were hired in fiscal 2017 but did not work for us for the entire fiscal year. Earnings of our employees outside the U.S. were converted to U.S. dollars using the currency exchange rates used for organizational planning purposes, which consider historic and forecasted rates as well as other factors. We did not make any cost of living adjustments.

To identify the “median employee,” we utilized the annualized fiscal 2017 base salary and target annual cash incentive for our consistently applied compensation measure because we believe that this measure reasonably reflects the annual compensation of our employees. We do not grant equity to a large percentage of our employee population, so using base salary plus target annual incentive is representative.

Using this measure, we identified a “median employee” who is a full-time, hourly employee located in Mexico. Once we identified this median employee, we totaled all of the elements of the employee’s compensation for fiscal 2017 in accordance with the requirements of the applicable SEC rules and converted the amounts from Mexican Pesos to U.S. dollars using the relevant monthly average currency exchange rate of 18.1497 Mexican Pesos per U.S. dollar. This resulted in an annual total compensation of \$4,500, of which \$2,660 is base salary and \$1,840 is comprised of bonus and other compensation such as overtime pay and other cash allowances.

With respect to the annual total compensation of our Chief Executive Officer, we took the amount reported in the “Total” column of our 2017 Summary Compensation Table.

Because the SEC rules for identifying the median of the annual total compensation of our employees and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio for our company, as other companies have headquarters offices in different countries, have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their pay ratios.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 21, 2018 (except as described below) by:

- each of our directors;
- our Chief Executive Officer, Chief Financial Officer, and each of the three other most highly compensated individuals who served as our executive officers at the end of fiscal 2017, whom we collectively refer to as our “named executive officers”;
- our directors, director nominees and executive officers as a group; and
- each person (including any “group” as that term is used in Section 13(d)(3) of the Exchange Act) who is known by us to beneficially own more than 5% of any class of our common stock.

Applicable beneficial ownership percentages listed below are based on 140,847,345 shares of common stock outstanding as of March 21, 2018. The business address for each of our directors and executive officers is our corporate headquarters at 77 Rio Robles, San Jose, California 95134.

	Common Stock Beneficially Owned ⁽¹⁾	
	Number of Shares	%
Directors and Named Executive Officers		
François Badoual ⁽²⁾	—	—
Charles D. Boynton	97,239	*
Helle Kristoffersen	—	—
Antoine Larenaudie ⁽³⁾	—	—
Catherine Lesjak	66,810	*
Kenneth Mahaffey	95,760	*
Thomas R. McDaniel ⁽⁴⁾	176,568	*
William Mulligan ⁽⁵⁾	53,242	*
Ladislav Paszkiewicz	—	—
Julien Pouget	—	—
Douglas J. Richards	88,710	*
Thomas H. Werner ⁽⁶⁾	522,588	*
Pat Wood III	109,186	*
All Directors and Executive Officers as a Group (14 persons)⁽⁷⁾	1,234,929	*
Other Persons		
Total S.A. Total Solar International SAS ⁽⁸⁾ 2 place Jean Millier La Défense 6 92400 Courbevoie France	104,528,234	62.67%

* Less than 1%.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to the securities. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares underlying restricted stock units and options held by that person that will vest or be exercisable within 60 days of March 21, 2018 are deemed to be outstanding. Such shares, however, are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Mr. Badoual joined our Board on November 3, 2017.
- (3) Mr. Larenaudie joined our Board on November 3, 2017.
- (4) Includes 176,452 shares of common stock held indirectly in the McDaniel Trust dtd 7/26/2000 of which Mr. McDaniel and his spouse are co-trustees.
- (5) Includes 2,000 shares of common stock held by Dr. Mulligan’s wife.

- (6) Includes 1,218 shares of common stock held by The Werner Family Trust (“WF Trust”), of which Mr. Werner and his wife are co-trustees and the beneficiaries are the surviving spouse between Thomas Werner and Suzanne Werner, to be followed by Jessica Werner and Kathryn Werner. Thomas and Suzanne Werner have been delegated joint control and voting power over the WF Trust.
- (7) Includes 24,826 shares of common stock held by an additional executive officer.
- (8) The ownership information set forth in the table is based on information contained in a statement on Schedule 13D/A, filed with the SEC on December 10, 2015 by Total Solar International SAS (formerly known as Total Energies Nouvelles Activités USA, SAS and Total Gas & Power USA, SAS) and its parent, Total S.A., which indicated that the parties have shared voting and shared dispositive power with respect to said shares. Includes 9,531,677 shares of common stock issuable pursuant to a warrant issued by us to Total Gas & Power USA, SAS on February 28, 2012, 8,017,420 shares of common stock issuable upon conversion of the convertible debentures issued by us to Total Gas & Power USA, SAS on May 29, 2013, 5,126,775 shares of common stock issuable upon conversion of the convertible debentures issued by us to Total Energies Nouvelles Activités USA, SAS on June 11, 2014 and 3,275,680 shares of common stock issuable upon conversion of the convertible debentures issued by us to Total Energies Nouvelles Activités USA, SAS on December 15, 2015.

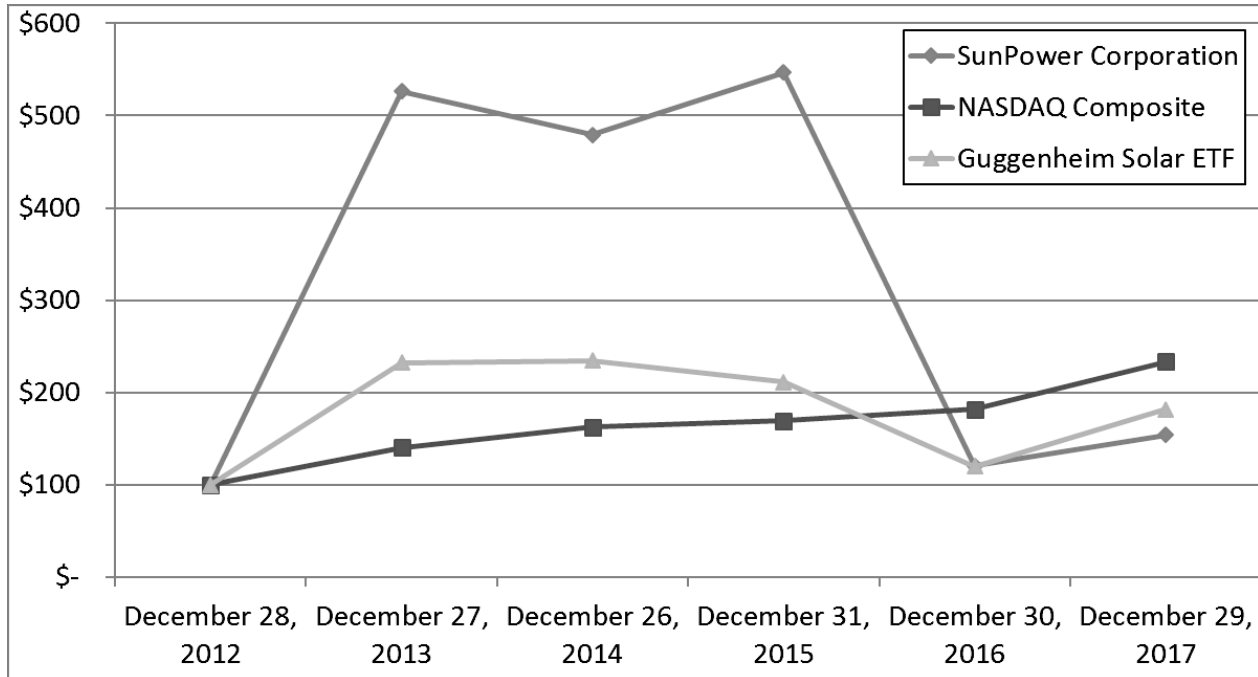
Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires certain of our executive officers and our directors, and persons who own more than 10% of a registered class of our equity securities, to file an initial report of ownership on Form 3 and reports of changes in ownership on Forms 4 or 5 with the SEC and The NASDAQ Global Select Market. Such executive officers, directors and greater than 10% stockholders are also required by SEC regulations to furnish us with copies of all Section 16 forms that they file. We periodically remind our directors and executive officers of their reporting obligations and assist in making the required disclosures once we have been notified that a reportable event has occurred. We are required to report in this proxy statement any failure by any of the above-mentioned persons to make timely Section 16 reports.

Based solely on our review of the copies of such forms received by us, and written representations from our directors and executive officers, we are unaware of any instances of noncompliance, or late compliance, with Section 16(a) filing requirements by our directors, executive officers or greater than 10% stockholders during fiscal 2017, except as follows: (i) the Form 3 filings for François Badoual and Antoine Larenaudie were made on December 13, 2017, following their appointment to the Board of Directors on November 3, 2017; and (ii) the Form 4 filing for Catherine Lesjak’s sale of stock on December 6, 2017 was reported one day late.

COMPANY STOCK PRICE PERFORMANCE

The following graph compares the performance of an investment in our common stock from December 28, 2012 through December 29, 2017, with the NASDAQ Composite index and with the Guggenheim Solar ETF. The graph assumes \$100 was invested on December 28, 2012 in our common stock at the closing price of \$5.49 per share, at the closing price for the NASDAQ Composite and at the closing price for the Guggenheim Solar ETF. In addition, the graph assumes that any dividends were reinvested on the date of payment without payment of any commissions. The performance shown in the graph represents past performance and should not be considered an indication of future performance. The following graph is not, and shall not be deemed to be, filed as part of our Annual Report on Form 10-K. Such graph should not be deemed filed or incorporated by reference into any of our filings under the Securities Act of 1933, or the Exchange Act, except to the extent specifically incorporated by reference therein by us.



**ASSUMES \$100 INVESTED ON DECEMBER 28, 2012
(ASSUMES DIVIDEND REINVESTED)
UNTIL FISCAL YEAR ENDED DECEMBER 31, 2017**

	December 27, 2013	December 26, 2014	December 31, 2015	December 30, 2016	December 29, 2017
SunPower Corporation	\$526.59	\$479.42	\$546.63	\$120.40	\$153.55
NASDAQ Composite	\$140.41	\$162.38	\$169.15	\$181.84	\$233.20
Guggenheim Solar ETF	\$232.01	\$234.23	\$211.21	\$119.89	\$181.82

EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information as of December 31, 2017 with respect to our equity compensation plans under which our equity securities are authorized for issuance (in thousands, except dollar figures).

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	—	—	8,824
Total(1)	—	—	8,824

- (1) As of December 31, 2017, no options remained outstanding under our equity incentive plans, including the plan we assumed in connection with the acquisition of PowerLight Corporation, now known as SunPower Corporation, Systems, in January 2007. Under the terms of our equity incentive plans, we may issue incentive or non-statutory stock options, restricted stock awards, restricted stock units, or stock purchase rights to directors, employees and consultants to purchase common stock. The SunPower Corporation 2015 Omnibus Incentive Plan includes an automatic share reserve increase feature effective for fiscal 2016 through fiscal 2025. This share reserve increase feature will cause an annual and automatic increase in the number of shares of our common stock reserved for issuance under the Stock Incentive Plan in an amount each year equal to the least of: 3% of the outstanding shares of our common stock measured on the last day of the immediately preceding fiscal year; 6,000,000 shares; and such other number of shares as determined by our Board. On January 1, 2018, the share reserve increase feature caused an automatic increase of 4,189,819 (3%) shares for fiscal 2018.

PROPOSAL THREE

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2018

The Board of Directors, upon recommendation of the Audit Committee, has reappointed the firm of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2018, subject to ratification by our stockholders.

Ernst & Young LLP has served as our auditor since May 3, 2012. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so, and is expected to be available to respond to appropriate questions.

Stockholder ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm is not required by our By-Laws or other applicable legal requirements. However, the Board is submitting the selection of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate governance.

If the stockholders fail to ratify the selection of our independent registered accounting firm, the Audit Committee and the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Board, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our and our stockholders' best interests.

Ernst & Young LLP

Ernst & Young LLP fees incurred by us for fiscal 2016 and 2017 were as follows:

Services	2016 (\$)	2017 (\$)
Audit Fees	4,641,049	4,702,292
Audit-Related Fees	73,720	341,734
Tax Fees	838,785	1,588,948
All Other Fees	306,444	2,790
Total	5,859,998	6,635,764

- **Audit Fees:** Audit fees for fiscal 2016 and 2017 were for professional services rendered in connection with audits of our consolidated financial statements, statutory audits of our subsidiary companies, quarterly reviews and assistance with documents that we filed with the SEC (including our Forms 10-Q and 8-K) for periods covering fiscal 2016 and 2017.
- **Audit-Related Fees:** Audit-related fees for 2016 and 2017 were for professional services rendered in connection with debt offerings and consultations with management on various accounting matters.
- **Tax Fees:** Tax fees for 2016 and 2017 were for tax compliance and consulting services.
- **All Other Fees:** Other fees in 2016 and 2017 were for access to technical accounting services.

Audit Committee Pre-Approval

As required by Section 10A(i)(1) of the Exchange Act, our Audit Committee has adopted a pre-approval policy requiring that the Audit Committee pre-approve all audit and permissible non-audit services to be performed by our independent registered public accounting firm. Any proposed service that has received pre-approval but which will exceed pre-approved cost limits will require additional pre-approval by the Audit Committee. In addition, pursuant to Section 10A(i)(3) of the Exchange Act, the Audit Committee has established procedures by which the Audit Committee may from time to time delegate pre-approval authority to the Chairman of the Audit Committee. If the Chairman exercises this authority, he must report any pre-approval decisions to the full Audit Committee at its next meeting. The independent registered public accounting firm and our management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with the committee's pre-approval, and the fees for the services performed to date.

During fiscal 2016 and 2017, all services provided to us by Ernst & Young LLP were pre-approved by the Audit Committee in accordance with the pre-approval policy described above. The scope and services were reviewed and approved by the Audit Committee before the services were rendered. Ernst & Young LLP and our Audit Committee have each concluded that Ernst & Young LLP's objectivity and ability to exercise impartial judgment on all issues encompassed with the audit engagement has not been impaired because (i) the services did not include prohibited non-audit related services and (ii) the fees we paid were insignificant both to Ernst & Young LLP and to SunPower.

Vote Required

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2018 requires the affirmative vote of the holders of a majority of our stock having voting power and in attendance or represented by proxy at the Annual Meeting. We do not expect "broker non-votes" on this proposal since brokers have discretionary authority to vote on this proposal. Abstentions will have the effect of votes against this proposal.

Executive Officers

Thomas H. Werner

Chief Executive Officer
and Chairman of the Board

Charles D. Boynton

Executive Vice President
and Chief Financial Officer

Kenneth L. Mahaffey

Executive Vice President
and General Counsel

Dr. William Mulligan

Executive Vice President
Global Operations

Vidul Prakash

Vice President, Corporate Controller
and Principal Accounting Officer

Douglas J. Richards

Executive Vice President
Administration

Board of Directors

Thomas H. Werner

Chairman of the Board

François Badoual

Director

Helle Kristoffersen

Director

Antoine Larenaudie

Director

Catherine Lesjak

Director

Thomas R. McDaniel

Director

Ladislav Paszkiewicz

Director

Julien Pouget

Director

Pat Wood III

Director



Corporate Headquarters

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